

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

J. MICHAEL CHARLES, MAURICE W. WARD,	:	
JR., and JOSEPH I. FINK, JR., on behalf of	:	
themselves and all others similarly situated,	:	
	:	CIVIL ACTION
Plaintiffs,	:	
	:	
v.	:	NO. 05-00702 (SLR)
	:	
PEPCO HOLDINGS, INC., CONECTIV, and	:	
PEPCO HOLDINGS RETIRMENT PLAN,	:	
	:	
Defendants.	:	

**APPENDIX TO
DEFENDANTS' ANSWERING BRIEF IN OPPOSITION TO PLAINTIFFS'
MOTION TO CONTINUE PURSUANT TO FED. R. CIV. P. 56(F) OR FOR A
PRECLUSION ORDER**

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Dated: September 18, 2007

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FOR THE EASTERN DISTRICT OF PENNSYLVANIA
2 CIVIL ACTION NO. 05-702(SLR)

3 -----
J. MICHAEL CHARLES; MAURICE W.
4 WARD, JR.; and JOSEPH I. FINK, JR.,
on behalf of themselves and all
5 others similarly situated,

6 Plaintiffs,

7 v.

8 PEPCO HOLDINGS, INC.; CONECTIV, and
PEPCO HOLDINGS RETIREMENT PLAN,
9
Defendants.

10 -----

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12

Wilmington, Delaware
13 Tuesday, April 17, 2007

14

15

TRANSCRIPT of testimony of DONALD E.

16

CAIN, as taken by and before Sean M. Fallon, a

17

Registered Professional Reporter and Notary Public,

18

at the offices of PEPPER HAMILTON LLP, Hercules

19

Plaza, Suite 5100, 1313 Market Street, commencing

20

at 10:14 o'clock in the forenoon.

21

22

23

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00040

1 A. Extensive communications.

2 Q. To explain that there was nothing to
3 be worried about?

4 A. To explain the details of it. We
5 would have been in the posture that employees in
6 the end would have to decide for themselves whether
7 it was good or bad for them, as individuals, but we
8 would communicate all that we could about
9 everything that we knew.

10 Q. Well, the employees who ended up on
11 a Cash Balance Plan did not have a choice, correct?

12 A. Well, there were some employees who
13 had the -- who had an option.

14 Q. Who were they?

15 A. There were some cut-off set.

16 Q. Grandfathered employees?

17 A. Yes.

18 Q. But, beyond that, the other
19 employees did not have a choice, correct?

20 A. That's correct.

21 Q. In managing that risk, was it an
22 effort by the company to communicate to the
23 employees that this was not worse than the plan
24 that they were currently in?

00041

1 A. You know, I don't remember that.

2 Q. The sentence goes on, "That this
3 risk could be managed in light of the cost savings
4 to be realized from the new program."

5 Do you see that?

6 A. Yes.

7 Q. Cost savings to be realized, I
8 assume that's cost savings for the company,
9 correct?

10 A. From the entire benefit program.

11 Q. Correct?

12 A. Yes.

13 Q. So the company was saving costs,
14 correct?

15 A. From the entire benefit program.

16 Q. And the cash balance was a part of
17 that benefit program?

18 A. But not from that part.

19 Q. The company wasn't saving money from
20 that?

21 A. No.

22 Q. Are you certain of that?

23 A. Yes.

24 Q. Why are you so certain of that?

00042

1 A. Because the one thing that's very
2 clear to me is that, from the very beginning, our
3 direction was that the implementation of the Cash
4 Balance Plan was to be cost neutral to the company.

5 Q. And that was, I assume, conveyed to
6 the employees?

7 A. I assume it was -- you are assuming
8 it was. You can assume that. I don't know that.

9 Q. Okay.

10 A. I believe it would have been.

11 Q. What do you base that belief on?

12 A. Just because we had a commitment to
13 communicate facts to employees.

14 Q. Okay.

15 But, overall, the benefits plan was
16 a cost savings to the company, correct?

17 A. It may have been. It says it was.
18 May have been.

19 I don't remember exactly.

20 Q. Okay.

21 A. But I know it wasn't in the Cash
22 Balance Plan.

23 Q. On next page, if you look at the
24 paragraph that starts, "Mr. Wilkinson," it states

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1 IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

2

3 J. MICHAEL CHARLES; MAURICE CIVIL ACTION
W. WARD, JR.; and JOSEPH I.

4 FINK, JR.; on behalf of
themselves and all others

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7 v.

8 PEPCO HOLDINGS, INC.;
CONECTIV, and PEPCO HOLDINGS
9 RETIREMENT PLAN,

10 Defendants. NO. 05-702(SLR)

11

Philadelphia, Pennsylvania
12 Wednesday, April 4, 2007

13 Transcript of testimony of BENJAMIN D.

14 WILKINSON, as taken by and before DENISE M.

15 PITCHFORD, Registered Professional Reporter and

16 Notary Public, at the offices of PEPPER HAMILTON,

17 LLP, 3000 Two Logan Square, 18th & Arch Streets,

18 commencing at 10:11 o'clock in the forenoon.

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00091

1 Q. And the first one is "Masks cost
2 cutting." Do you see that?

3 A. Yes.

4 Q. Okay. And if you go down to the
5 next slide right below that, on the left-hand side,
6 which is titled, "Important Perspectives on
7 Conectiv's New Retirement Program."

8 A. Yes.

9 Q. Okay. And the first bullet on that
10 is, "New program not designed to provide cost
11 savings for Conectiv." Do you see that?

12 A. Yes.

13 Q. Is that bullet meant to address the
14 concern of masks cost cutting?

15 MS. YU: Objection as to form.

16 THE WITNESS: I think that bullet
17 probably refers to the fact that Conectiv cash
18 balance plan, in the words of Watson Wyatt, was the
19 richest cash balance plan their firm had ever put
20 in place. It was not designed to mask any cost
21 cutting. It was very rich, very generous.

22 BY MR. SAUDER:

23 Q. And that's one of the points that
24 that bullet is addressing, correct, the bullet that

In The Matter Of:

J. Michael Charles, et al
v.
Pepco Holdings, Inc., et al

KAREN E. FRANCKS
August 27, 2007
Volume 1

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KAREN E. FRANCKS

<p style="text-align: center;">IN THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA CIVIL ACTION NO. 05-702(SLR)</p> <p>J. MICHAEL CHARLES; MAURICE W. WARD, JR.; and JOSEPH I. FINK, JR., on behalf of themselves and all others similarly situated, Plaintiffs,</p> <p style="text-align: center;">v.</p> <p>PEPCO HOLDINGS, INC.; CONECTIV, and PEPCO HOLDINGS RETIREMENT PLAN, Defendants.</p> <p style="text-align: center;">Wilmington, Delaware Monday, August 27, 2007</p> <p style="text-align: center;">TRANSCRIPT of testimony of KAREN E. FRANCKS, as taken by and before Sean M. Fallon, a Registered Professional Reporter and Notary Public of the Commonwealth of Pennsylvania, at the offices of PEPPER HAMILTON LLP, 1313 Market Street, commencing at 10:12 o'clock in the forenoon.</p>	<p style="text-align: center;">1 INDEX PAGE</p> <p>2 WITNESS 3 KAREN E. FRANCKS 4 By Mr. Sauder 4,85 5 By Ms. Yu 82</p> <p style="text-align: center;">6 EXHIBITS PAGE</p> <p>7 NUMBER DESCRIPTION 8 P-50 Notice of Deposition and Subpoena 7 9 P-51 Grandfathered FAQ 38 10 P-52 Declaration of Karen E. Francks 45 11 P-53 Pepco Holdings, Inc. Retirement Plan 79 PHI Sub-Plan</p> <p style="text-align: center;">12 EXHIBITS PREVIOUSLY MARKED AND REFERRED TO PAGE</p> <p>13 NUMBER DESCRIPTION 14 P-3 Facts, MWW0022-0025 40 15 D-5 Facts 63</p> <p style="text-align: center;">16 DIRECTIONS TO NOT ANSWER PAGE LINE</p> <p>17 18 19 17 11 20 47 12 21 48 11 22 23 24</p>
<p style="text-align: center;">2 APPEARANCES:</p> <p>1 CHIMICLES & TIKELLIS LLP 2 BY: JOSEPH G. SAUDER, ESQ. 3 One Haverford Centre 4 361 West Lancaster Avenue 5 Haverford, PA 19041 6 (610) 642-8500 7 josephsauder@chimicles.com 8 Attorneys for Plaintiffs</p> <p>9 PEPPER HAMILTON LLP 10 BY: KAY KYUNGSUN YU, ESQ. 11 3000 Two Logan Square 12 Eighteenth and Arch Streets 13 Philadelphia, PA 19103-2799 14 (215) 981-4000 15 yukay@pepperlaw.com 16 Attorneys for Defendants 17 BARBARA C. ALEXANDER, 18 ASSISTANT GENERAL COUNSEL 19 Pepco Holdings, Inc. 20 P.O. Box 231 21 Wilmington, DE 19849-0231 22 (302) 429-3206 23 Attorney for Defendants 24</p>	<p style="text-align: center;">4</p> <p>1 (It is hereby stipulated and agreed 2 by and among counsel that sealing, certification 3 and filing are waived; 4 It is further stipulated and agreed 5 by and among counsel that all objections, except as 6 to the form of the question, are reserved until the 7 time of trial.) 8 KAREN E. FRANCKS, after having been 9 first duly sworn, is examined and testifies as 10 follows: 11 EXAMINATION 12 BY MR. SAUDER: 13 Q. Good morning. 14 A. Good morning. 15 Q. Have you given a deposition previous 16 to this? 17 A. No. 18 Q. I just want to go over a couple of 19 ground rules, and I'm sure your attorney has 20 already talked to you generally about what you can 21 expect today, but, if I ask you a question and you 22 don't understand the question, just ask me to 23 rephrase the question, because, if you answer the 24 question, I'll assume you understood it. Okay?</p>

Pages 1 to 4

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B010

KAREN E. FRANCKS

<p>5</p> <p>1 A. Okay.</p> <p>2 Q. If at any point you need a break,</p> <p>3 just let us know. I just ask that you answer the</p> <p>4 question, if there is a question pending, before</p> <p>5 you take the break.</p> <p>6 A. Okay.</p> <p>7 Q. You understand today you are</p> <p>8 testifying under oath?</p> <p>9 A. Yes.</p> <p>10 Q. Let me first ask you if this</p> <p>11 statement is accurate. "James Kremmel is the only</p> <p>12 individual currently employed by any of the</p> <p>13 defendants who has firsthand knowledge of the</p> <p>14 implementation of the cash balance sub-plan."</p> <p>15 Is that an accurate statement?</p> <p>16 A. I don't know.</p> <p>17 Q. Well, do you know of anyone else</p> <p>18 that's currently working at the company that has</p> <p>19 firsthand knowledge of the implementation of the</p> <p>20 cash balance sub-plan?</p> <p>21 A. Currently working.</p> <p>22 MS. YU: Objection as to form.</p> <p>23 THE WITNESS: I just don't know. I</p> <p>24 know that there are people that -- I don't know. I</p>	<p>7</p> <p>1 MR. SAUDER: I'll show you what</p> <p>2 we'll mark as Plaintiffs' 50.</p> <p>3 (Exhibit P-50 is marked for</p> <p>4 identification.)</p> <p>5 BY MR. SAUDER:</p> <p>6 Q. Before you look at what I've shown</p> <p>7 you that's been marked as Plaintiffs' 50, if you</p> <p>8 could -- when was the first time you met with</p> <p>9 attorneys relating to this case?</p> <p>10 A. Friday, August 24th.</p> <p>11 Q. When was the first time you spoke to</p> <p>12 any attorneys relating to this case?</p> <p>13 A. I don't know the exact date, but it</p> <p>14 would have been around the beginning of August.</p> <p>15 Q. This year?</p> <p>16 A. This August.</p> <p>17 Q. Prior to that, had you had any</p> <p>18 contact at all with any attorneys relating to the</p> <p>19 case?</p> <p>20 A. No.</p> <p>21 Q. And when you say August of this year</p> <p>22 was your first contact, who was the person that</p> <p>23 contacted you?</p> <p>24 A. Barak Bassman.</p>
<p>6</p> <p>1 don't know if they are still working.</p> <p>2 BY MR. SAUDER:</p> <p>3 Q. Do you have firsthand knowledge of</p> <p>4 the implementation of the cash balance sub-plan?</p> <p>5 A. No.</p> <p>6 MS. YU: Objection as to form.</p> <p>7 BY MR. SAUDER:</p> <p>8 Q. You have no firsthand knowledge?</p> <p>9 A. Of the implementation?</p> <p>10 MS. YU: Joe, can you define what</p> <p>11 you mean by "implementation"?</p> <p>12 BY MR. SAUDER:</p> <p>13 Q. You said "No." How are you defining</p> <p>14 implementation?</p> <p>15 A. My knowledge is -- I was not</p> <p>16 involved in the benefits center. All I did was</p> <p>17 mail out the information, so the implementation --</p> <p>18 when you say "implementation," I think you mean</p> <p>19 design and -- rollout and the design.</p> <p>20 No, I was not involved in the</p> <p>21 design.</p> <p>22 Q. So you have no firsthand knowledge</p> <p>23 relating to that?</p> <p>24 A. Correct.</p>	<p>8</p> <p>1 Q. Prior to that date had you had any</p> <p>2 contact or had you discussed this case with anyone?</p> <p>3 A. Attorneys?</p> <p>4 Q. Other than attorneys.</p> <p>5 A. Well, inside the company we talked</p> <p>6 about it, sure.</p> <p>7 Q. And who did you talk to about it?</p> <p>8 A. Co-workers.</p> <p>9 Q. Let me just try and narrow down the</p> <p>10 question.</p> <p>11 Did you have any discussions</p> <p>12 relating to this case with regard to you being a</p> <p>13 potential witness in this case?</p> <p>14 A. No.</p> <p>15 Q. Never until the attorney contacted</p> <p>16 you --</p> <p>17 A. I had no idea I would have been a</p> <p>18 potential witness until Barak Bassman called me in</p> <p>19 early August.</p> <p>20 Q. Did you have any conversations with</p> <p>21 Jim Kremmel relating to this case?</p> <p>22 A. Jim Kremmel called me the same day</p> <p>23 Barak Bassman called me to let me know an attorney</p> <p>24 would be calling me.</p>

Pages 5 to 8

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B011

KAREN E. FRANCKS

<p>9</p> <p>1 Q. What else did he say?</p> <p>2 A. That an attorney would be calling me</p> <p>3 about the cash balance plan due to my role in the</p> <p>4 service center at the time. That was it.</p> <p>5 Q. Did he get into any more specifics?</p> <p>6 A. No.</p> <p>7 Q. Did you ask him why an attorney</p> <p>8 would be calling you?</p> <p>9 A. I don't recall.</p> <p>10 Q. Well, what did you think your role</p> <p>11 was at that point when Jim Kremmel called you prior</p> <p>12 to the attorney contacting you?</p> <p>13 A. Well, he told me an attorney would</p> <p>14 be calling me about the cash balance plan and my</p> <p>15 role in the service center at the time.</p> <p>16 Q. And what did you understand that to</p> <p>17 mean?</p> <p>18 A. That they would be questioning me</p> <p>19 about the communications to the employees.</p> <p>20 Q. Had Jim Kremmel talked to you about</p> <p>21 this case prior to that?</p> <p>22 A. No.</p> <p>23 Q. And the first time Jim Kremmel</p> <p>24 talked to you was August of this year?</p>	<p>11</p> <p>1 BY MR. SAUDER:</p> <p>2 Q. You can answer.</p> <p>3 A. In the past ten years --</p> <p>4 Q. To anyone relating to this case --</p> <p>5 let me put it different.</p> <p>6 A. No.</p> <p>7 Q. This case was filed in September,</p> <p>8 2005. From September, 2005 to today, have you</p> <p>9 supplied documents to anyone relating to this case?</p> <p>10 A. Yes. To Barak Bassman, when he</p> <p>11 called me.</p> <p>12 Q. And what documents did you supply?</p> <p>13 A. I take that back. He sent me</p> <p>14 documents and asked if I was familiar with them.</p> <p>15 I did not supply him anything.</p> <p>16 Q. So you've never supplied any</p> <p>17 documents?</p> <p>18 A. No.</p> <p>19 Q. Between September of 2005 and today,</p> <p>20 to anyone relating to this case?</p> <p>21 A. That's correct.</p> <p>22 Q. Do you know what documents he sent</p> <p>23 you?</p> <p>24 A. Yes. He sent me a Facts -- a copy</p>
<p>10</p> <p>1 A. Yes.</p> <p>2 Q. Had you ever supplied any documents</p> <p>3 to Jim Kremmel prior to that date?</p> <p>4 A. I've never supplied documents to Jim</p> <p>5 Kremmel. When -- I have not talked to Jim Kremmel</p> <p>6 about this case since he called me and let know</p> <p>7 Barak -- I have been dealing only with attorneys</p> <p>8 since then.</p> <p>9 Q. Have you ever supplied any documents</p> <p>10 to anyone prior to Jim Kremmel contacting you about</p> <p>11 this case?</p> <p>12 A. No.</p> <p>13 MS. YU: Objection as to form.</p> <p>14 BY MR. SAUDER:</p> <p>15 Q. As we sit here today, have you ever</p> <p>16 supplied any documents relating to this case to</p> <p>17 anyone?</p> <p>18 MS. YU: Joe, can you put a time</p> <p>19 frame on that just so we are clear?</p> <p>20 BY MR. SAUDER:</p> <p>21 Q. At any point up until today, have</p> <p>22 you supplied any documents relating to this case to</p> <p>23 anyone, including attorneys?</p> <p>24 MS. YU: Objection to form.</p>	<p>12</p> <p>1 of a Facts sheet, F-a-c-t-s, and a copy of the</p> <p>2 decision kit that went out in May, '98.</p> <p>3 Q. And that was supplied from him to</p> <p>4 you?</p> <p>5 A. Correct.</p> <p>6 Q. You had never supplied that to him</p> <p>7 prior to that date? Either of those documents?</p> <p>8 A. Correct.</p> <p>9 MS. YU: Joe, can we take a break</p> <p>10 for just a second?</p> <p>11 MR. SAUDER: Okay.</p> <p>12 (Recess called at 10:21 a.m.)</p> <p>13 (Resumed at 10:23 a.m.)</p> <p>14 BY MR. SAUDER:</p> <p>15 Q. You've had an opportunity to -- you</p> <p>16 took a break and had an opportunity to speak with</p> <p>17 your attorney.</p> <p>18 Do you have any corrections to make</p> <p>19 to your testimony as a result?</p> <p>20 A. No.</p> <p>21 Q. So, I don't know if we got an answer</p> <p>22 to the last question, but you had never supplied</p> <p>23 documents to defense counsel? You had never</p> <p>24 supplied those two documents to defense counsel,</p>

Pages 9 to 12

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KAREN E. FRANCKS

<p style="text-align: right;">13</p> <p>1 correct? The Facts and the decision kit.</p> <p>2 A. Correct.</p> <p>3 Q. When you say you've discussed this</p> <p>4 case with co-workers, what have you generally</p> <p>5 discussed relating to this case with co-workers?</p> <p>6 A. The fact that there is -- one, that</p> <p>7 there is a case. I mean, we are all employees,</p> <p>8 we'd just talk about it. We've heard that there is</p> <p>9 a case.</p> <p>10 Q. Okay.</p> <p>11 Prior to -- between September, 2005</p> <p>12 and today, have you talked to Don Cain about this</p> <p>13 case?</p> <p>14 A. No.</p> <p>15 Q. Do you stay in touch with Don Cain?</p> <p>16 A. I have not talked with Don in almost</p> <p>17 two years.</p> <p>18 Q. Have you ever talked to Don Cain</p> <p>19 about the implementation of a cash balance plan and</p> <p>20 what his thoughts were?</p> <p>21 MS. YU: Objection to the form.</p> <p>22 BY MR. SAUDER:</p> <p>23 Q. Let me withdraw the question.</p> <p>24 Have you talked to Ben Wilkinson</p>	<p style="text-align: right;">15</p> <p>1 just flip through it.</p> <p>2 A. Yes, I have seen it.</p> <p>3 Q. And this is the subpoena for your</p> <p>4 testimony today also requiring you to bring any</p> <p>5 relevant documents that you may have, correct?</p> <p>6 A. Correct.</p> <p>7 Q. It's my understanding that you have</p> <p>8 no responsive documents to these requests.</p> <p>9 Correct?</p> <p>10 A. That's correct.</p> <p>11 Q. You supplied an affidavit in this</p> <p>12 case, and attached to that affidavit was Exhibit A,</p> <p>13 which was the Facts Newsletter that you previously</p> <p>14 discussed, correct?</p> <p>15 A. Correct.</p> <p>16 Q. And Exhibit B was the decision kit</p> <p>17 that you talked about earlier, correct?</p> <p>18 A. Correct.</p> <p>19 Q. And you have no documents or</p> <p>20 communications reflecting the manner in which those</p> <p>21 exhibits were disseminated to participants in the</p> <p>22 ACE plan, the Delmarva plan, or the Conectiv plan,</p> <p>23 correct?</p> <p>24 A. That's correct.</p>
<p style="text-align: right;">14</p> <p>1 since September of 2005 relating in this case?</p> <p>2 A. No.</p> <p>3 Q. Is that someone you keep in contact</p> <p>4 with?</p> <p>5 A. No.</p> <p>6 Q. So, just to be clear, Jim Kremmel,</p> <p>7 prior to calling you in August, 2007, never came to</p> <p>8 you and asked you what, if any, role you played in</p> <p>9 the mailings of any -- anything relating to the</p> <p>10 cash balance sub-plan?</p> <p>11 MS. YU: Objection as to form.</p> <p>12 BY MR. SAUDER:</p> <p>13 Q. He never came and talked to you</p> <p>14 about that prior to August, 2007?</p> <p>15 MS. YU: Objection to form.</p> <p>16 BY MR. SAUDER:</p> <p>17 Q. You can answer.</p> <p>18 A. That's correct.</p> <p>19 Q. If you can take a look at what I've</p> <p>20 marked as Plaintiffs' Exhibit 50, and if you could</p> <p>21 take a look at that and just let me know if you've</p> <p>22 seen that document prior to today?</p> <p>23 A. Which document? The subpoena?</p> <p>24 Q. Well, the entire document. If you</p>	<p style="text-align: right;">16</p> <p>1 Q. And you have no documents,</p> <p>2 communications or handwritten notes reflecting the</p> <p>3 date or dates when Conectiv issued those exhibits,</p> <p>4 correct?</p> <p>5 A. That's correct.</p> <p>6 Q. And you have no documents relating</p> <p>7 to the identity of people to whom Conectiv issued</p> <p>8 those documents, correct?</p> <p>9 A. That's correct.</p> <p>10 Q. And you said you met with counsel</p> <p>11 for the first time -- when you spoke first with</p> <p>12 Barak Bassman, I don't want to know what you</p> <p>13 discussed, but how long did you talk to him on the</p> <p>14 phone?</p> <p>15 A. Gosh. Less than ten minutes.</p> <p>16 Q. And was there anyone else on the</p> <p>17 phone?</p> <p>18 A. No.</p> <p>19 Q. And the first time you met with</p> <p>20 counsel was on Friday?</p> <p>21 A. This past Friday.</p> <p>22 Q. And who did you meet with?</p> <p>23 A. Kay.</p> <p>24 Q. Anyone else?</p>

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<p style="text-align: right;">17</p> <p>1 A. No.</p> <p>2 Q. Was anyone else present?</p> <p>3 A. No.</p> <p>4 Q. And how long did you meet with Kay?</p> <p>5 A. About an hour.</p> <p>6 Q. And did you review any documents?</p> <p>7 A. Yes.</p> <p>8 Q. How many documents did you review?</p> <p>9 A. I don't recall the exact number.</p> <p>10 Q. More than ten?</p> <p>11 MS. YU: I brought the documents,</p> <p>12 and I'm going to instruct her not to answer with</p> <p>13 respect to the particular documents that I brought</p> <p>14 with me.</p> <p>15 BY MR. SAUDER:</p> <p>16 Q. Ask you to go through your</p> <p>17 educational background after high school.</p> <p>18 A. I graduated from Goldey-Beacom</p> <p>19 College in '78 with an Associate's degree in</p> <p>20 medical secretarial, I graduated from Goldey-Beacom</p> <p>21 College in '85 with a Bachelor in business</p> <p>22 administration, and I graduated from Widener</p> <p>23 University in 1999 with a Master's in human</p> <p>24 resources, and I'm SPHR certified. Senior</p>	<p style="text-align: right;">19</p> <p>1 Q. Was your husband grandfathered?</p> <p>2 A. I do not have a husband. My</p> <p>3 significant other retired in 1998.</p> <p>4 Q. So you are in the cash balance plan?</p> <p>5 A. Yes, I am.</p> <p>6 Q. And what was your -- if you could</p> <p>7 take me through your positions at Delmarva.</p> <p>8 A. From the beginning?</p> <p>9 Q. Yes.</p> <p>10 A. I was hired as a secretary. In '86</p> <p>11 I went into the safety department. In '98, manager</p> <p>12 of the HR service center. Late '99 I was pulled</p> <p>13 off into a special project, performance, process</p> <p>14 and technology, and I was an HR manager for</p> <p>15 corporate services and manager of organizational</p> <p>16 effectiveness to my current role, manager of</p> <p>17 performance, process and technology.</p> <p>18 Q. You said you were hired as a</p> <p>19 secretary in '81 and you held that position until</p> <p>20 '86?</p> <p>21 A. Yes.</p> <p>22 Q. And who were you a secretary for?</p> <p>23 A. Predominantly -- the first three</p> <p>24 years in the finance area and the second three</p>
<p style="text-align: right;">18</p> <p>1 Professional Human Resources.</p> <p>2 Q. And when did you get that</p> <p>3 certification?</p> <p>4 A. 2002, I believe.</p> <p>5 Q. And what did that entail?</p> <p>6 A. An examination. It's a national</p> <p>7 certified examination, test.</p> <p>8 Q. Did you have to take courses for</p> <p>9 that?</p> <p>10 A. You can, or you can just study for</p> <p>11 it, or it's based on experience, also.</p> <p>12 Q. What is your current address -- home</p> <p>13 address?</p> <p>14 A. 200 Forest Drive, Wilmington,</p> <p>15 Delaware, 19804.</p> <p>16 Q. And have you lived there since</p> <p>17 October of '89?</p> <p>18 A. Yes.</p> <p>19 Q. What was the date you were first</p> <p>20 hired by Delmarva?</p> <p>21 A. June 29, 1981.</p> <p>22 Q. Are you grandfathered in this</p> <p>23 policy?</p> <p>24 A. No, I'm not.</p>	<p style="text-align: right;">20</p> <p>1 years in customer service.</p> <p>2 Q. And then you went to the safety</p> <p>3 department. What did you do there? Or what was</p> <p>4 your title?</p> <p>5 A. I started as a secretary in the</p> <p>6 safety department and then went to a safety</p> <p>7 analyst -- promoted to a safety analyst, and then</p> <p>8 promoted to a disability manager, and then safety</p> <p>9 was part of HR at the time.</p> <p>10 Q. And then you were promoted to --</p> <p>11 A. Manager of the HR service center.</p> <p>12 Q. And who promoted you to that</p> <p>13 position?</p> <p>14 A. Don Cain.</p> <p>15 Q. Had you worked with Don Cain prior</p> <p>16 to that?</p> <p>17 A. Yes.</p> <p>18 Q. In what capacity?</p> <p>19 A. I was in his organization. Not a</p> <p>20 direct report.</p> <p>21 Q. Did you ever directly report to Jim</p> <p>22 Kremmel?</p> <p>23 A. No.</p> <p>24 Q. At any point during the time you</p>

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<p style="text-align: right;">21</p> <p>1 worked for Delmarva or Conectiv --</p> <p>2 A. Never.</p> <p>3 Q. When you became manager of the</p> <p>4 service center, who did you directly report to at</p> <p>5 that point?</p> <p>6 A. Don Cain.</p> <p>7 Q. What was his title at the time?</p> <p>8 A. Vice-president of -- I'm not exactly</p> <p>9 sure. I don't know whether it was all</p> <p>10 administration or just HR. I think he had a couple</p> <p>11 other areas beside HR. I don't really recall.</p> <p>12 Q. Who did you replace in the service</p> <p>13 center?</p> <p>14 A. There was no service center.</p> <p>15 Q. This was a newly created position or</p> <p>16 newly created entity?</p> <p>17 A. Correct.</p> <p>18 Q. Do you know what month that was that</p> <p>19 this was created and you --</p> <p>20 A. January, 1998.</p> <p>21 Q. And when did you first take the</p> <p>22 position?</p> <p>23 A. In January, 1998.</p> <p>24 Q. And was this the created -- do you</p>	<p style="text-align: right;">23</p> <p>1 the HR services in ACE or I'm not real sure of who</p> <p>2 was doing them in Delmarva Power.</p> <p>3 Q. The merger took place in March of</p> <p>4 '98, correct?</p> <p>5 A. Correct.</p> <p>6 Q. So, in January of '98, were you</p> <p>7 working with ACE HR people already?</p> <p>8 A. We were starting to come together,</p> <p>9 to know each other and do kind of due diligence</p> <p>10 around how we would approach things, and I was</p> <p>11 still technically in safety up until then, so I</p> <p>12 don't --</p> <p>13 Q. Up until when?</p> <p>14 A. Up until January -- before January,</p> <p>15 '98.</p> <p>16 Q. But, between January and the time of</p> <p>17 the merger, which was March of '98, you weren't</p> <p>18 overseeing anything that was happening at ACE with</p> <p>19 regard to HR issues, were you?</p> <p>20 A. We were starting to, because we were</p> <p>21 pulling together the two HRs, so I was not</p> <p>22 technically overseeing. I don't recall when the</p> <p>23 employees actually started reporting to me.</p> <p>24 It could have been in that time</p>
<p style="text-align: right;">22</p> <p>1 know why this was created?</p> <p>2 A. I believe it was created to put a</p> <p>3 focus on employees and to deliver the benefits to</p> <p>4 employees. Not just benefits; HR services.</p> <p>5 Q. How do you define that?</p> <p>6 A. HR services?</p> <p>7 If an employee has a question on</p> <p>8 any -- any benefit, any policy, any procedure</p> <p>9 around HR, what is their vacation; what is their</p> <p>10 benefit; I don't have benefits, how do I get</p> <p>11 benefits? It was like a call center for --</p> <p>12 Q. Who handled those types of issues</p> <p>13 prior to the service center being established?</p> <p>14 A. Various people.</p> <p>15 Q. Was there -- were there an HR</p> <p>16 supervisor that was specifically tasked with</p> <p>17 overseeing those types of issues?</p> <p>18 A. Well, prior to January, when there</p> <p>19 wasn't an HR service center, we were still two</p> <p>20 companies, Delmarva Power and Atlantic Electric,</p> <p>21 and the HR world was still separate, so we were</p> <p>22 starting to come together into a single HR under</p> <p>23 Don Cain around January, '98, so the two HRs were</p> <p>24 starting to merge, so I don't know who was doing</p>	<p style="text-align: right;">24</p> <p>1 frame, but I don't have an exact recall of which</p> <p>2 month some of those employees started reporting to</p> <p>3 me, but they eventually did.</p> <p>4 Q. When you say reporting to you what</p> <p>5 do you mean by that?</p> <p>6 A. They -- there were employees in the</p> <p>7 ACE HR and the Delmarva HR that were all reassigned</p> <p>8 and put under different managers, so some of them</p> <p>9 would have been reporting to me.</p> <p>10 Q. So you are talking about</p> <p>11 specifically HR people?</p> <p>12 A. Specifically, yes.</p> <p>13 Q. And do you know -- were you the head</p> <p>14 of the service center?</p> <p>15 A. Yes.</p> <p>16 Q. And how many supervisors were there</p> <p>17 in the service center?</p> <p>18 A. We started with -- we didn't call</p> <p>19 them supervisors; we called them program managers,</p> <p>20 and there were one or two -- we were fluctuating</p> <p>21 staffing levels as we were designing our model, so</p> <p>22 we had one or two at any given point.</p> <p>23 Q. And they reported to you?</p> <p>24 A. Yes.</p>

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<p style="text-align: right;">25</p> <p>1 Q. Can you give me the names of the</p> <p>2 individuals who were program managers during the</p> <p>3 time you were there?</p> <p>4 A. Lynne Curriden, and then there was a</p> <p>5 position that many people kind of -- a few people</p> <p>6 went through and I don't recall the names. I don't</p> <p>7 recall.</p> <p>8 Q. Does Lynne still work at the</p> <p>9 company?</p> <p>10 A. No.</p> <p>11 Q. When did she leave the company?</p> <p>12 A. Lynne left in -- about two years</p> <p>13 ago. I don't know the exact date.</p> <p>14 Q. Did she have health issues?</p> <p>15 A. Yes, she did.</p> <p>16 Q. How long did she work in the service</p> <p>17 center, do you know?</p> <p>18 A. She worked in the service center</p> <p>19 from '98, right after I started, until she</p> <p>20 disability retired a couple years ago.</p> <p>21 Q. And any of the other program</p> <p>22 managers still work at the company?</p> <p>23 A. No.</p> <p>24 Q. You are the only supervisor or</p>	<p style="text-align: right;">27</p> <p>1 managers and employees predominantly on union</p> <p>2 contractual issues, grievances, arbitrations,</p> <p>3 investigations.</p> <p>4 Q. He was in that role in 1998 and</p> <p>5 1999, as far as you know?</p> <p>6 A. As far as I know, but I can't be</p> <p>7 exact.</p> <p>8 Q. How big was HR during that time,</p> <p>9 1998, 1999?</p> <p>10 A. Well, we were merging two HR</p> <p>11 functions, so we were large. We were about --</p> <p>12 about 95 employees, and we would then start</p> <p>13 reducing, as we consolidated work.</p> <p>14 Q. People were being laid off?</p> <p>15 A. Right, and people were taking</p> <p>16 severances.</p> <p>17 Q. Voluntary and involuntary?</p> <p>18 A. Correct.</p> <p>19 Q. And do you know what that eventually</p> <p>20 pared down to from 95?</p> <p>21 A. I don't know.</p> <p>22 Q. Did you have any concern that you</p> <p>23 may lose your job at that time?</p> <p>24 A. No.</p>
<p style="text-align: right;">26</p> <p>1 manager that was in the service center in '98</p> <p>2 that's still at the company, correct?</p> <p>3 A. Can I be excused?</p> <p>4 Q. Sure.</p> <p>5 (Discussion is held off the record.)</p> <p>6 (Pertinent portion of the record is</p> <p>7 read.)</p> <p>8 BY MR. SAUDER:</p> <p>9 Q. Is that correct? That question?</p> <p>10 A. That's correct, still with the</p> <p>11 company.</p> <p>12 Q. Did Jim Kremmel have any role in the</p> <p>13 service center?</p> <p>14 A. No.</p> <p>15 Q. Did you have any interaction with</p> <p>16 Jim Kremmel at that time? When I say "at that</p> <p>17 time," I mean during the time you were at the</p> <p>18 service center.</p> <p>19 A. I'm sure I did. He was in the HR</p> <p>20 department.</p> <p>21 Q. What was his role?</p> <p>22 A. He was in employee relations.</p> <p>23 Q. What did that mean to you?</p> <p>24 A. That department interfaced with</p>	<p style="text-align: right;">28</p> <p>1 Q. But, fair to say that employees were</p> <p>2 generally concerned after the merger that they may</p> <p>3 lose their jobs?</p> <p>4 A. I don't know.</p> <p>5 MS. YU: Objection as to form.</p> <p>6 BY MR. SAUDER:</p> <p>7 Q. How many supervisors were there in</p> <p>8 HR during that time period, 1998, 1999?</p> <p>9 MS. YU: Objection as to form.</p> <p>10 THE WITNESS: I don't know.</p> <p>11 BY MR. SAUDER:</p> <p>12 Q. Roughly?</p> <p>13 A. In all of HR?</p> <p>14 Q. Correct.</p> <p>15 A. Or in my area?</p> <p>16 Q. In all of HR.</p> <p>17 A. My best guess would be, less than</p> <p>18 five.</p> <p>19 Q. And you were one of them, correct?</p> <p>20 A. I was a manager, not a supervisor.</p> <p>21 Q. How many managers would there have</p> <p>22 been?</p> <p>23 A. Approximately five.</p> <p>24 Q. Managers reported to supervisors?</p>

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<p style="text-align: right;">29</p> <p>1 A. No. Supervisors reported to</p> <p>2 managers.</p> <p>3 Q. Okay.</p> <p>4 And all managers reported to Don</p> <p>5 Cain?</p> <p>6 A. Not necessarily. Sometimes a</p> <p>7 manager can report to a higher level manager, but</p> <p>8 most did report to Don Cain.</p> <p>9 Q. But, I mean, Don Cain was the one</p> <p>10 who was sort of the head of HR?</p> <p>11 A. Yes, he was.</p> <p>12 Q. But you had the option, if you</p> <p>13 needed, for whatever reason, to report to someone</p> <p>14 over Don Cain?</p> <p>15 A. No.</p> <p>16 MS. YU: Objection.</p> <p>17 BY MR. SAUDER:</p> <p>18 Q. You say another manager or another</p> <p>19 person, maybe on Don Cain's level, just in a</p> <p>20 different department? Is that what you were</p> <p>21 talking about when you said they report to someone</p> <p>22 other than Don Cain occasionally?</p> <p>23 MS. YU: Objection.</p> <p>24 THE WITNESS: I did not say they</p>	<p style="text-align: right;">31</p> <p>1 A. Not to my knowledge.</p> <p>2 Q. Did he play any role in mailing</p> <p>3 anything out relating to anything relating to HR?</p> <p>4 A. No.</p> <p>5 Q. Is there anyone else who is still at</p> <p>6 the company?</p> <p>7 MS. YU: In terms of managers?</p> <p>8 BY MR. SAUDER:</p> <p>9 Q. That were managers in HR at the</p> <p>10 time, 1998, 1999.</p> <p>11 A. I don't believe so.</p> <p>12 Q. How about supervisors? Any</p> <p>13 supervisor -- people that were supervisors in 1998</p> <p>14 or 1999 that are still at the company? Supervisors</p> <p>15 of HR.</p> <p>16 A. Not to my knowledge.</p> <p>17 Q. Jim Kremmel, he was a manager?</p> <p>18 A. No.</p> <p>19 Q. He was a supervisor?</p> <p>20 A. No.</p> <p>21 Q. He was what, not with --</p> <p>22 A. Must have been a staff position, an</p> <p>23 employee relations specialist. I don't know his</p> <p>24 exact title, but something like that.</p>
<p style="text-align: right;">30</p> <p>1 would report to someone other than Don Cain. I</p> <p>2 said that they could report to another manager. It</p> <p>3 went supervisor, manager, you could have a senior</p> <p>4 manager, and then Don Cain.</p> <p>5 BY MR. SAUDER:</p> <p>6 Q. You said there were about five</p> <p>7 managers at that time, you were one of them.</p> <p>8 Are any of the other managers</p> <p>9 currently employed at the company?</p> <p>10 A. Yes.</p> <p>11 Q. Who?</p> <p>12 A. He's now a vice-president, his name</p> <p>13 is Ernest Jenkins.</p> <p>14 Q. What's he vice-president of?</p> <p>15 A. People strategy and human resources.</p> <p>16 Q. In 1998 and 1999, when he was a</p> <p>17 manager in HR, what was his position?</p> <p>18 A. He was hired externally in January</p> <p>19 of 1998 to -- brought in to be the manager of</p> <p>20 organizational effectiveness.</p> <p>21 Q. What does that mean?</p> <p>22 A. Means organizational consulting.</p> <p>23 Q. Did he play any role in the cash</p> <p>24 balance plan, that you know of?</p>	<p style="text-align: right;">32</p> <p>1 Q. So he would have been lower than a</p> <p>2 manager?</p> <p>3 A. Yes.</p> <p>4 Q. Lower than a supervisor?</p> <p>5 A. Lower meaning?</p> <p>6 Q. Meaning he would report to a</p> <p>7 supervisor or he didn't have as much authority as a</p> <p>8 supervisor.</p> <p>9 MS. YU: Objection as to form.</p> <p>10 BY MR. SAUDER:</p> <p>11 Q. You can answer.</p> <p>12 A. Similar staff positions are the same</p> <p>13 grade levels. I wouldn't couch it as less</p> <p>14 importance, but he reported to a manager.</p> <p>15 Q. Do you know who he reported to at</p> <p>16 that time?</p> <p>17 A. He reported to John Zimmerman.</p> <p>18 Q. And he's no longer at the company,</p> <p>19 correct?</p> <p>20 A. Correct.</p> <p>21 Q. What was John Zimmerman responsible</p> <p>22 for overseeing?</p> <p>23 A. He was a manager of employee</p> <p>24 relations.</p>

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<p style="text-align: right;">33</p> <p>1 Q. So the union relationships?</p> <p>2 A. Correct.</p> <p>3 Q. Union contractual relationships?</p> <p>4 A. Correct.</p> <p>5 Q. Did you have any interaction with</p> <p>6 John Zimmerman or Jim Kremmel while you were at the</p> <p>7 service center relating to any mailings with regard</p> <p>8 to HR material?</p> <p>9 A. I don't believe so.</p> <p>10 Q. They didn't oversee that task?</p> <p>11 A. No.</p> <p>12 Q. Did you play any role in what was</p> <p>13 called the Total Rewards team?</p> <p>14 A. Total Rewards team?</p> <p>15 I don't recall --</p> <p>16 Q. Are you familiar with that term?</p> <p>17 A. I'm familiar with the term "Total</p> <p>18 Rewards." I'm not familiar with the term "Total</p> <p>19 Rewards team."</p> <p>20 Q. What's your understanding of what</p> <p>21 "Total Rewards" means?</p> <p>22 A. It is the value of your compensation</p> <p>23 and your benefits as a total package.</p> <p>24 Q. Is that a phrase that came about at</p>	<p style="text-align: right;">35</p> <p>1 Q. You can answer.</p> <p>2 A. Yes, I would say around five</p> <p>3 minutes. It was just an introductory conversation</p> <p>4 to let me know someone would be calling me.</p> <p>5 Q. Did he call you or meet you?</p> <p>6 A. Called me.</p> <p>7 Q. And he called you in the office?</p> <p>8 A. I don't know where he called me</p> <p>9 from, but he called my office, yes.</p> <p>10 Q. Fair to say that there were a lot of</p> <p>11 changes taking place in January of '98 when you</p> <p>12 became the manager of the service center?</p> <p>13 A. Yes.</p> <p>14 Q. Medical benefits, they were</p> <p>15 changing?</p> <p>16 A. Yes.</p> <p>17 Q. Prescription benefits were changing?</p> <p>18 A. Yes.</p> <p>19 Q. Dental was changing?</p> <p>20 A. Yes.</p> <p>21 Q. Vision care was changing?</p> <p>22 A. Yes.</p> <p>23 Q. Life insurance was changing?</p> <p>24 A. Yes.</p>
<p style="text-align: right;">34</p> <p>1 or around the time of the merger?</p> <p>2 A. I believe so.</p> <p>3 Q. Do you know how defense counsel</p> <p>4 found out that you had potentially relevant</p> <p>5 information in this case? Do you have any idea?</p> <p>6 A. No.</p> <p>7 MS. YU: Objection.</p> <p>8 BY MR. SAUDER:</p> <p>9 Q. I'm just asking whether you know.</p> <p>10 Do you have any idea?</p> <p>11 A. No.</p> <p>12 Q. Subsequent to your call with Jim</p> <p>13 Kremmel in August of 2007, have you had any other</p> <p>14 conversations with Jim Kremmel subsequent to that?</p> <p>15 A. Subsequent meaning after?</p> <p>16 Q. Yes.</p> <p>17 A. No.</p> <p>18 Q. So that was the one and only time</p> <p>19 you talked to Jim Kremmel about this case, correct?</p> <p>20 A. About this case, correct.</p> <p>21 Q. And that was a five-minute</p> <p>22 conversation?</p> <p>23 MS. YU: Objection.</p> <p>24 BY MR. SAUDER:</p>	<p style="text-align: right;">36</p> <p>1 Q. Health care and dependent care</p> <p>2 reimbursement accounts were changing?</p> <p>3 A. New. We had not had it before.</p> <p>4 Q. So that was something else new?</p> <p>5 A. Yes.</p> <p>6 Q. New to all the employees, both on</p> <p>7 the Delmarva side and ACE side, as far as you knew?</p> <p>8 A. As far as I know.</p> <p>9 Q. Pension plan was changing?</p> <p>10 A. Yes.</p> <p>11 Q. For some people?</p> <p>12 A. Yes.</p> <p>13 Q. 401(k), was that changing?</p> <p>14 A. I believe so, but I don't know if it</p> <p>15 was just the vendor or the match. I can't recall.</p> <p>16 Q. But something was changing?</p> <p>17 A. Something was changing.</p> <p>18 Q. Paid time off, that was changing?</p> <p>19 A. I don't remember.</p> <p>20 Q. Was there an educational assistance</p> <p>21 program that was either changing or being</p> <p>22 implemented?</p> <p>23 A. Delmarva had one, but that is my</p> <p>24 heritage, so I don't -- I don't know about ACE. I</p>

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<p style="text-align: right;">37</p> <p>1 don't know if they had one, but it was probably 2 changing on some level. 3 Q. As you already said, people were 4 being laid off, correct? 5 MS. YU: Objection. 6 THE WITNESS: We did not use that 7 term. 8 BY MR. SAUDER: 9 Q. What do you use? 10 A. We were doing severances. 11 Q. People were leaving? 12 A. Um-hum. 13 Q. And some of them didn't want to 14 leave, correct? 15 MS. YU: Objection. 16 THE WITNESS: I don't know. 17 BY MR. SAUDER: 18 Q. At the time you were hired in 1981 19 at Delmarva, and then up through January of 1999, 20 you were in the Delmarva pension plan, correct? 21 A. Correct. 22 Q. And, when you first were hired at 23 Delmarva, that was the pension plan they had; you 24 didn't have a choice to pick what pension plan you</p>	<p style="text-align: right;">39</p> <p>1 A. I've glanced at it. 2 Q. Did you play any role in drafting 3 this document? 4 A. No. 5 Q. Did you play any role in overseeing 6 that document in any way? 7 A. No. 8 Q. Have you seen that document prior to 9 today? 10 A. Not to the best of my knowledge. 11 I'm not grandfathered. I don't believe I would 12 have received this. 13 Q. Is it your understanding that 14 individuals that are grandfathered have a choice 15 between the cash balance plan -- have a choice 16 between taking their benefits from the cash balance 17 plan or taking their benefits from the heritage 18 plan? 19 MS. YU: Objection. 20 BY MR. SAUDER: 21 Q. Is that what your understanding is? 22 MS. YU: Objection. 23 THE WITNESS: That's what I hear. 24 I'm not grandfathered.</p>
<p style="text-align: right;">38</p> <p>1 wanted, correct? 2 A. Correct. 3 Q. And through that time period you 4 didn't have a choice to pick what pension plan you 5 wanted, correct? 6 A. Correct. 7 Q. And then -- you are in the cash 8 balance plan, correct? 9 A. Correct. 10 Q. And you didn't have a choice to be 11 in the cash balance plan or not, correct? 12 A. Correct. 13 Q. They just put you on the cash 14 balance plan? 15 A. Yes. 16 MR. SAUDER: Mark this Plaintiffs' 17 Exhibit 51, please. 18 (Exhibit P-51 is marked for 19 identification.) 20 BY MR. SAUDER: 21 Q. If you could just take a look at 22 what's been marked Plaintiffs' Exhibit 51 and let 23 me know once you've had an opportunity to review 24 that document.</p>	<p style="text-align: right;">40</p> <p>1 BY MR. SAUDER: 2 Q. But that's what you heard, right? 3 MS. YU: Objection. 4 BY MR. SAUDER: 5 Q. Is that correct? 6 A. Yes. 7 Q. You were born September, 1958, is 8 that correct? 9 A. Correct. 10 Q. This has been previously marked as 11 Plaintiffs Exhibit 3. 12 A. Okay. 13 Q. You've had an opportunity to look at 14 Plaintiffs Exhibit 3? 15 A. Yes. 16 Q. Fair to say there is no date on that 17 document? 18 A. Yes. 19 Q. Mr. Wilkinson, he was -- what was 20 his position? Ben Wilkinson, what was his position 21 in 1998, 1999? 22 A. I'm not sure of his exact title, but 23 he was manager of benefits. 24 Q. And he was brought in from the</p>

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<p style="text-align: right;">41</p> <p>1 outside, correct?</p> <p>2 A. That's correct.</p> <p>3 Q. I want to read you a portion of what</p> <p>4 he testified to relating to these Facts documents</p> <p>5 and ask you if you think that's correct or you</p> <p>6 agree with that.</p> <p>7 "Do you know if you played any role</p> <p>8 in preparing this document?</p> <p>9 "Answer. Without a date, it's very</p> <p>10 hard to tell. There were lots of these documents</p> <p>11 prepared under the heading 'Facts.'</p> <p>12 "Question. And when you say a lot</p> <p>13 of documents prepared under the heading Facts, is</p> <p>14 that there would have been -- they would be -- they</p> <p>15 would have been prepared under the heading Facts,</p> <p>16 that would have had nothing to do with the cash</p> <p>17 balance plan?</p> <p>18 "Answer. Probably there were --</p> <p>19 there were different Facts sheets for 401(k) and</p> <p>20 the health care plan, and all under the same theme</p> <p>21 about the Facts -- about the benefits.</p> <p>22 "Question. For all the -- for all</p> <p>23 the changes that were taking place at that time?</p> <p>24 "Answer. Yes."</p>	<p style="text-align: right;">43</p> <p>1 probably would have been included in a larger</p> <p>2 communication.</p> <p>3 Q. How about life insurance?</p> <p>4 A. Not sure.</p> <p>5 Q. Possibly?</p> <p>6 A. Possibly.</p> <p>7 Q. And you would agree that 401(k),</p> <p>8 there would have been a Facts made by -- or</p> <p>9 probably that went out for that?</p> <p>10 MS. YU: Objection.</p> <p>11 THE WITNESS: There may have been.</p> <p>12 BY MR. SAUDER:</p> <p>13 Q. How about for -- if there were</p> <p>14 changes in the vacation or any paid time off?</p> <p>15 A. Those type of things would have been</p> <p>16 combined.</p> <p>17 Q. And all these changes were taking</p> <p>18 place in post -- you know, most-merger, which would</p> <p>19 have been March, 1998, correct?</p> <p>20 A. Correct.</p> <p>21 Q. Do you know if you received a copy</p> <p>22 of Plaintiffs Exhibit 3?</p> <p>23 MS. YU: Objection. Is there a time</p> <p>24 frame you are asking about?</p>
<p style="text-align: right;">42</p> <p>1 Do you agree with that, that there</p> <p>2 were these types of Facts letters that were going</p> <p>3 out for all different types of benefits that were</p> <p>4 changing and being implemented at the time?</p> <p>5 MS. YU: Objection to form.</p> <p>6 THE WITNESS: Yes.</p> <p>7 BY MR. SAUDER:</p> <p>8 Q. So -- we went through that list</p> <p>9 before. There would have been Facts letters going</p> <p>10 out for the medical benefit?</p> <p>11 A. There may have been.</p> <p>12 Q. And for the prescription benefit?</p> <p>13 A. I don't recall, but there may have</p> <p>14 been.</p> <p>15 Q. Dental?</p> <p>16 A. Not sure.</p> <p>17 Q. But may possibly?</p> <p>18 A. Yes.</p> <p>19 Q. Vision?</p> <p>20 A. Highly unlikely.</p> <p>21 Q. Why do you say that?</p> <p>22 A. Smaller benefits were usually</p> <p>23 combined together. We wouldn't have done a full</p> <p>24 communication on something as small as vision. It</p>	<p style="text-align: right;">44</p> <p>1 MR. SAUDER: Excuse me?</p> <p>2 MS. YU: Is there a time frame you</p> <p>3 are asking about?</p> <p>4 MR. SAUDER: 1998, 1999.</p> <p>5 THE WITNESS: I don't have specific</p> <p>6 recall whether I personally received this or not.</p> <p>7 BY MR. SAUDER:</p> <p>8 Q. You don't have a copy of this,</p> <p>9 correct?</p> <p>10 A. I haven't looked to see if I have a</p> <p>11 copy.</p> <p>12 I don't know.</p> <p>13 Q. Fair to say there is no address on</p> <p>14 this, P-3?</p> <p>15 A. That's correct.</p> <p>16 Q. Do you have any indication when this</p> <p>17 was disseminated?</p> <p>18 A. Without a date -- the dates were</p> <p>19 sometimes in this blackened margin, but something</p> <p>20 that gives me a hint is that "We are becoming</p> <p>21 Conectiv" usually was a tag line used before or</p> <p>22 right after the merger.</p> <p>23 Q. Other than that, you have no</p> <p>24 firsthand knowledge of when this was disseminated,</p>

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<p style="text-align: right;">45</p> <p>1 correct?</p> <p>2 A. That's correct.</p> <p>3 MS. YU: Objection.</p> <p>4 BY MR. SAUDER:</p> <p>5 Q. You have no firsthand knowledge</p> <p>6 whether this was disseminated, correct?</p> <p>7 MS. YU: Objection.</p> <p>8 THE WITNESS: That's correct.</p> <p>9 BY MR. SAUDER:</p> <p>10 Q. Fair to say that these types of</p> <p>11 documents headed Facts, that -- you already</p> <p>12 testified these types of documents went out for all</p> <p>13 types of benefit changes that were taking place.</p> <p>14 These types of documents may be laying around the</p> <p>15 company?</p> <p>16 MS. YU: Objection as to form.</p> <p>17 THE WITNESS: They could be.</p> <p>18 MR. SAUDER: We'll mark this as</p> <p>19 Plaintiffs' 52.</p> <p>20 (Exhibit P-52 is marked for</p> <p>21 identification.)</p> <p>22 THE WITNESS: You want me to look at</p> <p>23 this?</p> <p>24 BY MR. SAUDER:</p>	<p style="text-align: right;">47</p> <p>1 was early August.</p> <p>2 Obviously, I'm off by a week or so,</p> <p>3 but this would have -- the discussion would have</p> <p>4 happened right before this July 31st date.</p> <p>5 Q. So days, maybe?</p> <p>6 A. Days.</p> <p>7 Q. When you spoke with Barak Bassman</p> <p>8 for the first time relating to this declaration,</p> <p>9 did he send you, E-Mail you, fax you, mail you a</p> <p>10 copy of this declaration as you were having the</p> <p>11 conversation?</p> <p>12 MS. YU: Objection. The process by</p> <p>13 which this declaration was prepared is</p> <p>14 attorney-client privilege and I'm going to instruct</p> <p>15 her not to answer.</p> <p>16 BY MR. SAUDER:</p> <p>17 Q. Well, were you looking at this</p> <p>18 declaration the first time you were speaking with</p> <p>19 Barak Bassman?</p> <p>20 A. No, I wasn't.</p> <p>21 Q. After your conversation with Barak</p> <p>22 Bassman, how quickly is it that you first saw a</p> <p>23 copy of the declaration?</p> <p>24 A. I don't know. My guess would be,</p>
<p style="text-align: right;">46</p> <p>1 Q. Yes, please.</p> <p>2 A. Okay.</p> <p>3 Q. Looking at the first two pages of</p> <p>4 Plaintiffs' Exhibit 52, is that a declaration that</p> <p>5 you provided relating to this case?</p> <p>6 A. Yes, it is.</p> <p>7 Q. And the first time you spoke to</p> <p>8 anyone -- when was the first time you spoke to</p> <p>9 anyone regarding this declaration?</p> <p>10 A. Well, obviously, it would have been</p> <p>11 right before my signature of July 31st.</p> <p>12 Q. And do you know who you spoke with</p> <p>13 relating to this declaration?</p> <p>14 A. I believe it was Barak Bassman.</p> <p>15 Q. Is that the conversation you</p> <p>16 discussed earlier?</p> <p>17 A. Yes.</p> <p>18 Q. So, do you know, in relation to you</p> <p>19 signing this on July 31st, 2007, how many days,</p> <p>20 weeks, months it would have been prior that you</p> <p>21 spoke with Barak Bassman relating to the</p> <p>22 declaration?</p> <p>23 A. I think my original estimate was</p> <p>24 that my first discussion with Barak and Jim Kremmel</p>	<p style="text-align: right;">48</p> <p>1 days.</p> <p>2 Q. And how did you receive a copy of</p> <p>3 it?</p> <p>4 A. I believe pdf means. I believe pdf,</p> <p>5 E-Mail.</p> <p>6 Q. And did you make any changes -- so,</p> <p>7 it was pdf E-Mailed from defense counsel, correct?</p> <p>8 A. Correct.</p> <p>9 Q. And did you make any changes to the</p> <p>10 draft that they prepared?</p> <p>11 MS. YU: Objection. The process by</p> <p>12 which this declaration was prepared is not</p> <p>13 something that I'll allow her to answer.</p> <p>14 MR. SAUDER: She can answer whether</p> <p>15 she made any corrections to the copy she received,</p> <p>16 or there were any changes she had to make, if she</p> <p>17 agreed with anything that was in there.</p> <p>18 MS. YU: Focusing on just her</p> <p>19 review?</p> <p>20 MR. SAUDER: Yes.</p> <p>21 MS. YU: I think that's a very, very</p> <p>22 fine line between the process of the</p> <p>23 attorney-client communication portion of preparing</p> <p>24 this.</p>

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<p style="text-align: right;">49</p> <p>1 I'm not going to let her answer.</p> <p>2 MS. SAUDER: Will you let her answer</p> <p>3 if she made any changes?</p> <p>4 MS. YU: I don't know how you would</p> <p>5 disassemble what happened with respect to the</p> <p>6 portions of the preparation of the declaration that</p> <p>7 involved the attorney and the communications, and</p> <p>8 I'm not going to have her answer that question.</p> <p>9 MR. SAUDER: So you are instructing</p> <p>10 her not to answer?</p> <p>11 MS. YU: Yes.</p> <p>12 BY MR. SAUDER:</p> <p>13 Q. What were your -- explain to me what</p> <p>14 your responsibilities were as manager of the</p> <p>15 service center in 1998.</p> <p>16 A. First and foremost, to staff and</p> <p>17 create the organization that hadn't existed before</p> <p>18 January, 1998. Parallel with putting the</p> <p>19 infrastructure together to be able to solicit and</p> <p>20 enroll employees in new benefits in July, 1998.</p> <p>21 Q. What does that mean?</p> <p>22 A. Get the technology in place, get the</p> <p>23 vendor on board. We were working with Towers</p> <p>24 Perrin at the time to design a service center,</p>	<p style="text-align: right;">51</p> <p>1 Yes, they were people that were</p> <p>2 working in the service center?</p> <p>3 A. Yes. As we staffed up, they would</p> <p>4 have been -- they would have had a role in</p> <p>5 implementing the service center.</p> <p>6 Q. And during that time frame in 1998,</p> <p>7 what portion of your job responsibilities were</p> <p>8 devoted to getting this thing up and running?</p> <p>9 A. A hundred percent. It was my job to</p> <p>10 get it up and running.</p> <p>11 Q. Would that be during all of 1998?</p> <p>12 A. Well, we had to solicit for the new</p> <p>13 benefits in early May, the benefits went live in</p> <p>14 July, and then we had to troubleshoot any -- then</p> <p>15 we had to service the customers after July.</p> <p>16 So, it was -- it was parallel, there</p> <p>17 were always issues with a new service center,</p> <p>18 technology issues or staffing issues, people coming</p> <p>19 and going, plus we were consolidating HR at the</p> <p>20 time.</p> <p>21 Q. And you were the most senior person</p> <p>22 in the service center?</p> <p>23 A. Yes.</p> <p>24 Q. So a hundred percent of your time</p>
<p style="text-align: right;">50</p> <p>1 since we had never had one before.</p> <p>2 Q. And you were working directly with</p> <p>3 Towers on that -- on those issues, correct?</p> <p>4 A. Yes, I was.</p> <p>5 Q. And anyone else -- would Don Cain be</p> <p>6 in on any of those meetings for any reason?</p> <p>7 A. In on the meetings, I'm not -- I</p> <p>8 don't recall Don being in on the meetings, but I</p> <p>9 have would reported to him.</p> <p>10 Q. But you would have been the most</p> <p>11 senior person at the company in on those meetings?</p> <p>12 MS. YU: Objection.</p> <p>13 THE WITNESS: Most likely.</p> <p>14 BY MR. SAUDER:</p> <p>15 Q. Anyone else from the company who</p> <p>16 would have been in on those meetings?</p> <p>17 A. There was a team to design and</p> <p>18 implement the service center, so, as we staffed up,</p> <p>19 different people would have been on that team.</p> <p>20 Technology folks and subject matter experts.</p> <p>21 Q. But not necessarily people that were</p> <p>22 working in the service center?</p> <p>23 A. Yes, um-hum.</p> <p>24 Q. Okay.</p>	<p style="text-align: right;">52</p> <p>1 was -- in 1998, dealt with getting this thing up</p> <p>2 and running, dealing with Towers, dealing with the</p> <p>3 technology issues, dealing with the vendors and</p> <p>4 things like that, correct?</p> <p>5 A. Yes, and I'm sure there is other</p> <p>6 things in that hundred percent, too, but that was</p> <p>7 my responsibility to get that up and running.</p> <p>8 Q. When you say you're sure there are</p> <p>9 other things, what other things?</p> <p>10 A. Well, there are -- then answering</p> <p>11 the questions of the employees, so we were</p> <p>12 implementing the service center as we were working</p> <p>13 in the service center.</p> <p>14 Q. And you had people there to answer</p> <p>15 the questions, correct?</p> <p>16 A. Correct.</p> <p>17 Q. And how many people would have been</p> <p>18 there to answer questions that employees had?</p> <p>19 A. Well, it fluctuated. We would ramp</p> <p>20 up during an open enrollment and ramp down when it</p> <p>21 wasn't an open enrollment, so we would staff up</p> <p>22 sometimes using long-term temps. At probably our</p> <p>23 height we had -- we had six full-time people on the</p> <p>24 phones and there was a standing order in HR at the</p>

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<p style="text-align: right;">53</p> <p>1 time that, when I raise the flag, if the phones 2 were busy, other people would have to step in and 3 handle the overload. I would sit on the phones, if 4 I had to, to make sure questions were answered. 5 Q. And is the service center some 6 place, if you needed a benefits form to fill out, a 7 change in benefits, or anything relating to 8 benefits, some type of form, where you could come 9 to the service center and say, "I need a copy of 10 this form so I can fill it out"? 11 A. You could walk in, but we 12 discouraged it. 13 Q. Why is that? 14 A. Because it takes people off the 15 phones. We were trying to change behavior in the 16 organization to get used to coming into a service 17 center, a call center, instead of walking in to 18 your friend that you used to know and get 19 something. 20 Q. But that's where you would go if you 21 wanted that form? 22 A. That's correct. 23 Q. That type of form, you would come to 24 the service center?</p>	<p style="text-align: right;">55</p> <p>1 know their names? 2 A. There were various people. A lot of 3 our fulfillment, as we called it, and our 4 distribution, was coordinated by one of our senior 5 consultants. One person that comes to mind is 6 Christine vanVeen. 7 Q. How do you spell that last name? 8 A. Small v-a-n capital V-e-e-n. 9 Q. She was a consultant? 10 A. She was a -- well, it wasn't an 11 external. She was an employee. 12 Q. Where did she come from, Delmarva or 13 ACE? 14 A. She was Delmarva heritage. 15 Q. Is she still with the company? 16 A. Yes, she is. 17 Q. What's her role? 18 A. I believe she's a senior benefits 19 consultant. 20 Q. And she reported to you at the time? 21 A. I don't recall whether she was 22 directly or indirectly reporting to me. 23 Q. Was she in the service center? 24 A. Yes, she was.</p>
<p style="text-align: right;">54</p> <p>1 A. You would call an 800 number. 2 Q. And then they would send it out? 3 A. Yes. 4 Q. Or get it to you somehow? 5 A. Somehow. 6 Q. In the second paragraph where -- or 7 the second sentence, you say, "My responsibility 8 included distribution of all HR publications, 9 notices, newsletters and forms to Conectiv 10 employees," correct? 11 A. Correct. 12 Q. And you say your responsibility. 13 When you say your responsibility, was that 14 something that you say was your responsibility 15 because you were the manager of the service center 16 and that's something the service center was 17 supposed to be doing, correct? 18 A. That's correct. Not my personal 19 responsibility, but, yes, it was our organizational 20 responsibility. 21 Q. Someone below you was supposed to be 22 doing that type of thing, correct? 23 A. That's correct. 24 Q. And who were those people? Do you</p>	<p style="text-align: right;">56</p> <p>1 Q. And what were her responsibilities 2 at that time? 3 A. Chris' main responsibility -- she 4 had probably the most knowledge of all the 5 intricacies of the plans, the health and welfare 6 plans, and she was the one coordinating the 7 knowledge transfer to the newer representatives and 8 was -- we had a tiering system. If the Tier 1 call 9 taker could not answer the question, they would 10 bump it up to Tier 2, or I would be Tier 3 for 11 disputes or whatever, and Chris was our consistent 12 Tier 2. Because of her knowledge, she was also 13 involved in a lot of vendor management. If there 14 were vendor issues, if Blue Cross wasn't getting 15 this card to that person. She would work on those 16 more complex issues. 17 Q. Fair to say you were dealing with a 18 lot of vendors in that position? 19 A. Yes. 20 Q. So, who, within the service center, 21 would have had the most firsthand knowledge 22 regarding the distribution of all the HR 23 publications, notices, newsletters and forms to 24 Conectiv employees?</p>

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<p style="text-align: right;">57</p> <p>1 MS. YU: Objection as to form.</p> <p>2 BY MR. SAUDER:</p> <p>3 Q. You can answer.</p> <p>4 A. I don't know that there was a single</p> <p>5 person.</p> <p>6 I would say, to my knowledge, if we</p> <p>7 were doing mass complex mailings, Chris would</p> <p>8 coordinate most of those.</p> <p>9 Q. How do you define mass complex</p> <p>10 mailings?</p> <p>11 A. For instance, when decision kits</p> <p>12 went out, or open enrollment kits they are called</p> <p>13 now, different -- different parties would get</p> <p>14 different inserts, depending on whether they were a</p> <p>15 retiree or a Delmarva heritage or an ACE heritage,</p> <p>16 so -- because they were carrying forth some of</p> <p>17 their historical options. The fulfillment of their</p> <p>18 packages, the -- this group gets these documents,</p> <p>19 this group gets these documents.</p> <p>20 Q. Who would oversee the dissemination</p> <p>21 of these Facts Newsletters that would go out for</p> <p>22 all different types of things?</p> <p>23 A. To my knowledge, it would depend on</p> <p>24 whether it was a home mailing or internal mailing.</p>	<p style="text-align: right;">59</p> <p>1 Q. If you could just look back at</p> <p>2 Plaintiffs Exhibit 3, we've already established</p> <p>3 there is no home address on this, correct?</p> <p>4 A. Correct.</p> <p>5 Q. And is there a -- some type of</p> <p>6 indication that this went to a specific building</p> <p>7 within the company?</p> <p>8 A. No.</p> <p>9 Q. So it's fair to say that you didn't</p> <p>10 have firsthand knowledge of the distribution of HR</p> <p>11 publications, notices, newsletters and forms to</p> <p>12 Conectiv employees; that was someone else under</p> <p>13 you, correct?</p> <p>14 MS. YU: Objection as to form.</p> <p>15 BY MR. SAUDER:</p> <p>16 Q. You can answer.</p> <p>17 A. Yes.</p> <p>18 Q. That's correct?</p> <p>19 A. That's correct.</p> <p>20 I was not above stuffing envelopes,</p> <p>21 though, if we needed it.</p> <p>22 Q. But, you for the most part, someone</p> <p>23 else was responsible for that task, correct?</p> <p>24 MS. YU: Objection.</p>
<p style="text-align: right;">58</p> <p>1 Q. And who would have the most</p> <p>2 firsthand knowledge relating to home mailings?</p> <p>3 A. I would say it would be Chris.</p> <p>4 Q. How about internal?</p> <p>5 A. I'm not sure.</p> <p>6 Q. So, fair to say these Facts</p> <p>7 Newsletters would, on occasion, be sent out</p> <p>8 internally, correct?</p> <p>9 MS. YU: Objection as to form.</p> <p>10 THE WITNESS: Sometimes.</p> <p>11 BY MR. SAUDER:</p> <p>12 Q. And when you say "internally," what</p> <p>13 does that mean?</p> <p>14 A. We had a couple different labelling</p> <p>15 systems. If they were going to send something to</p> <p>16 the home, it would require running labels off our</p> <p>17 HR system that were -- that would use the preferred</p> <p>18 Post Office standards of how we address labels.</p> <p>19 If we were going to mail them</p> <p>20 internally, we would never put a home address label</p> <p>21 on something, because it would not -- we would need</p> <p>22 to put the internal address on the label. The</p> <p>23 department, the physical building location, but not</p> <p>24 the home address.</p>	<p style="text-align: right;">60</p> <p>1 THE WITNESS: Correct.</p> <p>2 BY MR. SAUDER:</p> <p>3 Q. Number 3 says, "It was Conectiv HR's</p> <p>4 standard practice in 1998 only to affix postage and</p> <p>5 home addresses to documents that were mailed to</p> <p>6 employees' homes," is that correct?</p> <p>7 A. That's correct.</p> <p>8 Q. What do you mean by that? In other</p> <p>9 words, if it wasn't going in the mail, E-Mailed to</p> <p>10 someone's home, you didn't put an address on it,</p> <p>11 correct?</p> <p>12 A. Not a home address, correct.</p> <p>13 Q. Well, did you address it in any</p> <p>14 other way that would say this is going to John Doe?</p> <p>15 MS. YU: Objection.</p> <p>16 BY MR. SAUDER:</p> <p>17 Q. You can answer.</p> <p>18 A. Sometimes we would. Sometimes, if</p> <p>19 things were bulk mailed, there was a practice of</p> <p>20 the -- I believe the general services area of the</p> <p>21 company would distribute some newsletters by what</p> <p>22 was called Pay Master, where the paychecks went to,</p> <p>23 so, if a Pay Master in one location usually got 35</p> <p>24 paychecks, they would get 35 newsletters, and the</p>

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<p style="text-align: right;">61</p> <p>1 expectation is that they would give out a paycheck 2 and newsletters. 3 Sometimes we would put labels on and 4 label each newsletter to each employee. So, it 5 would depend. 6 Q. If it was sent out by what you 7 called Pay Master, you said the expectation was 8 that they would distribute it with the paycheck. 9 You have no firsthand knowledge whether they did or 10 they didn't, once it left the service center, 11 correct? 12 MS. YU: Objection. 13 THE WITNESS: That's correct. 14 BY MR. SAUDER: 15 Q. And who would have been -- that 16 was -- the person that was supposed to be doing 17 that in different departments, would they have a 18 specific title? 19 A. Could be anything from a clerk to a 20 secretary to an analyst. 21 Q. And when it says "It was Conectiv 22 HR's standard practice in 1998," Conectiv had only 23 become an entity in March of '98, correct? Prior 24 to March of '98, Conectiv didn't exist, is that</p>	<p style="text-align: right;">63</p> <p>1 MS. YU: Objection to form. 2 THE WITNESS: That's correct. 3 Can I take a break? 4 MR. SAUDER: Yes, sure. 5 (Recess called at 11:40 a.m.) 6 (Resumed at 11:46 a.m.) 7 BY MR. SAUDER: 8 Q. This has been previously marked as 9 Defendants' Exhibit 5. 10 You've had an opportunity to review 11 that document? 12 A. Yes. 13 Q. Fair to say that that document is a 14 copy of what you've attached as Exhibit A to your 15 declaration? 16 A. Yes. 17 Q. And fair to say there is no date on 18 this document? 19 A. Yes. 20 Q. Do you have any recollection of 21 receiving this document? 22 A. Well, ten years ago do I remember 23 the day I got it in the mail? 24 Not exactly.</p>
<p style="text-align: right;">62</p> <p>1 fair? 2 A. That's fair. 3 Q. And when you say standard practice, 4 was there any -- do you have any -- I think we've 5 already established you have no documents relating 6 to the dissemination of Exhibits A and B, correct? 7 MS. YU: Objection to the form. 8 THE WITNESS: Exhibit A and B to -- 9 BY MR. SAUDER: 10 Q. A and B to your declaration, which 11 would be the Facts Newsletter and the decision kit. 12 A. Can you repeat your question? 13 Q. You have no documents relating to 14 the dissemination of those documents, correct? 15 MS. YU: Objection as to form. 16 THE WITNESS: I'm not sure. 17 BY MR. SAUDER: 18 Q. I mean, based on what my requests 19 were for documents, you had nothing responsive to 20 those requests, correct? 21 A. That's correct. 22 Q. So, fair to say you have no memo 23 that laid out what the practice was for Conectiv to 24 disseminate these types of documents in 1998?</p>	<p style="text-align: right;">64</p> <p>1 Q. Do you remember receiving this 2 document? 3 A. Yes. 4 Q. How did you receive it? 5 A. Received it in the Post Office mail. 6 Q. To your home? 7 A. Yes. 8 Q. You just don't know when, correct? 9 A. I don't know when. 10 Q. And did you ever supply a copy of 11 this document to anyone? 12 MS. YU: Objection to form. 13 BY MR. SAUDER: 14 Q. In relation to this case. 15 A. No. In relation to this case? My 16 copy of this document was because, when I was a 17 manager at the service center, everything that we 18 mailed to the home, when people would call and say 19 "I didn't get that" or "I didn't get this" or "Send 20 me this," it was my habit to bring my personal copy 21 of whatever I got at home into the service center 22 and say, "Look, folks, we did get it, I got mine, 23 so they went out." 24 So, that's why you see my copy here.</p>

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<p style="text-align: right;">65</p> <p>1 I would bring it into the service center kind of as</p> <p>2 proof that we had seen it.</p> <p>3 Q. So you brought your copy in to the</p> <p>4 service center?</p> <p>5 A. Yes.</p> <p>6 Q. So that indicates that you received</p> <p>7 a copy, correct?</p> <p>8 A. Yes.</p> <p>9 Q. Not necessarily that anyone else</p> <p>10 received a copy?</p> <p>11 MS. YU: Objection to form.</p> <p>12 BY MR. SAUDER:</p> <p>13 Q. That's fair? You have no personal</p> <p>14 knowledge that anyone else received a copy other</p> <p>15 than yourself, isn't that correct?</p> <p>16 MS. YU: Objection to form.</p> <p>17 BY MR. SAUDER:</p> <p>18 Q. Is that correct?</p> <p>19 MS. YU: Objection.</p> <p>20 BY MR. SAUDER:</p> <p>21 Q. You can answer.</p> <p>22 A. That's correct.</p> <p>23 Q. And do you know whether -- was there</p> <p>24 some file that you had which was your file in the</p>	<p style="text-align: right;">67</p> <p>1 so. I can't say -- I never -- I can't say. I</p> <p>2 really don't know. I don't think so. But my</p> <p>3 conversation with Jim was very short.</p> <p>4 Q. You are talking about your</p> <p>5 conversation in August, correct?</p> <p>6 A. Late July now.</p> <p>7 Q. Late July of this year.</p> <p>8 A. Um-hum.</p> <p>9 Q. But, prior to that, since 2005 up</p> <p>10 through that conversation, you didn't have any</p> <p>11 conversation with Jim Kremmel relating to this</p> <p>12 document or this case, correct?</p> <p>13 A. That's absolutely correct.</p> <p>14 Q. So, fair to say you have no</p> <p>15 knowledge that this document, D-5, was ever mailed</p> <p>16 to Mike Charles, correct?</p> <p>17 MS. YU: Objection.</p> <p>18 THE WITNESS: I don't know who Mike</p> <p>19 Charles is.</p> <p>20 BY MR. SAUDER:</p> <p>21 Q. He's one of the Plaintiffs in this</p> <p>22 case. I guess that's fair, then --</p> <p>23 A. Was he an employee?</p> <p>24 MS. YU: Objection.</p>
<p style="text-align: right;">66</p> <p>1 service center?</p> <p>2 MS. YU: Objection.</p> <p>3 THE WITNESS: I had lots of files.</p> <p>4 I don't know -- I don't know the trail of this</p> <p>5 particular document over the last ten years. I</p> <p>6 don't know what file it went into or how it</p> <p>7 reappeared.</p> <p>8 BY MR. SAUDER:</p> <p>9 Q. But you did not produce it? Someone</p> <p>10 got it somehow?</p> <p>11 A. I did not produce it, correct.</p> <p>12 Q. And you don't know where that</p> <p>13 someone got it, correct?</p> <p>14 A. Correct.</p> <p>15 MS. YU: Objection.</p> <p>16 BY MR. SAUDER:</p> <p>17 Q. You don't know whether it was that</p> <p>18 file or someplace else, correct?</p> <p>19 MS. YU: Objection.</p> <p>20 THE WITNESS: Correct.</p> <p>21 BY MR. SAUDER:</p> <p>22 Q. Did you ever discuss this document</p> <p>23 with Jim Kremmel?</p> <p>24 A. I don't believe so. I don't believe</p>	<p style="text-align: right;">68</p> <p>1 BY MR. SAUDER:</p> <p>2 Q. Yes.</p> <p>3 A. I have no firsthand knowledge</p> <p>4 whether he -- whether it was mailed or he received</p> <p>5 it.</p> <p>6 Q. No firsthand knowledge whether --</p> <p>7 I'm going to name three other Plaintiffs in this</p> <p>8 case who were employees.</p> <p>9 No firsthand knowledge whether it</p> <p>10 was ever sent to Joseph Fink, correct?</p> <p>11 MS. YU: Objection to form.</p> <p>12 THE WITNESS: That's correct.</p> <p>13 BY MR. SAUDER:</p> <p>14 Q. No firsthand knowledge whether it</p> <p>15 was ever sent to Thomas Troop, correct?</p> <p>16 MS. YU: Objection to form.</p> <p>17 THE WITNESS: Correct.</p> <p>18 BY MR. SAUDER:</p> <p>19 Q. No firsthand knowledge whether it</p> <p>20 was ever sent to Maury Ward, correct?</p> <p>21 MS. YU: Objection as to form.</p> <p>22 THE WITNESS: That's correct.</p> <p>23 BY MR. SAUDER:</p> <p>24 Q. And we've already established you</p>

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<p style="text-align: right;">69</p> <p>1 have no list of individuals who it was sent to, 2 correct? 3 MS. YU: Objection to form. 4 THE WITNESS: That's correct. 5 BY MR. SAUDER: 6 Q. And you had no list of addresses 7 that it was sent to, correct? 8 MS. YU: Objection to form. 9 THE WITNESS: That's correct. 10 BY MR. SAUDER: 11 Q. And you have no documentation to 12 show the date it was disseminated, correct? 13 MS. YU: Objection to form. 14 THE WITNESS: No documentation other 15 than what's listed in here -- 16 BY MR. SAUDER: 17 Q. Well, there is no date on this 18 document, correct? 19 MS. YU: Objection. 20 THE WITNESS: There is no date. 21 BY MR. SAUDER: 22 Q. Correct? 23 A. That's correct. 24 Q. Now, going back to your affidavit,</p>	<p style="text-align: right;">71</p> <p>1 Q. And I guess the same can be said for 2 Number 5 in your declaration? 3 MS. YU: Objection. 4 THE WITNESS: Can you ask your 5 question again, please? 6 BY MR. SAUDER: 7 Q. Sure. 8 Fair to say that Number 5 -- 9 A. Um-hum. 10 Q. -- your statement is, "Attached as 11 Exhibit B is a decision kit. This decision kit was 12 mailed to each employee's home after the Conectiv 13 Board of Directors adopted the cash balance formula 14 but before May 18th, 1998." 15 A. That's correct. 16 Q. It's correct that that statement is 17 based on your belief and not your firsthand 18 knowledge? 19 MS. YU: Objection. 20 THE WITNESS: It's stronger than a 21 belief. These kits went to each person's home. 22 BY MR. SAUDER: 23 Q. All right. We'll go through this. 24 A. Um-hum.</p>
<p style="text-align: right;">70</p> <p>1 which was marked as P-52 -- 2 A. Okay. 3 Q. -- in the beginning, you said 4 essentially that the statements are true and 5 correct to the best of your knowledge and belief, 6 okay? And, based on your testimony, then, with 7 regard to this document anyway, Exhibit A, which 8 has been previously marked as D-5, fair to say that 9 you made that statement, Paragraph Number 4, which 10 says, "Attached as Exhibit A is a Conectiv HR 11 newsletter titled Facts. Conectiv HR mailed this 12 newsletter to its employees' homes in May, 1998"? 13 Fair to say that that statement is 14 based on your belief, not your firsthand knowledge? 15 MS. YU: Objection. 16 BY MR. SAUDER: 17 Q. You can answer. 18 A. That's correct. 19 Q. You have no firsthand knowledge as 20 it relates to sentence Number 4 in your 21 declaration, correct? 22 MS. YU: Objection. 23 THE WITNESS: That's correct. 24 BY MR. SAUDER:</p>	<p style="text-align: right;">72</p> <p>1 Q. Looking at that -- your statement in 2 Number 5, where it says, "After the Conectiv Board 3 of Directors adopted the cash balance formula," and 4 I'll tell you that adopted is in dispute in this 5 case, but what's your -- do you know when the plan 6 was, quote, unquote, adopted? Do you know the 7 date? 8 MS. YU: Objection, form. 9 THE WITNESS: I believe it was at 10 the April Board of Directors meeting, but I don't 11 know the exact date. 12 BY MR. SAUDER: 13 Q. On what do you base that belief? 14 A. Minutes from the April Board of 15 Directors meeting. 16 Q. Based on a recent review of that 17 document? 18 A. That's correct. 19 Q. Within the past month? 20 A. That is correct. 21 Q. Okay. 22 Look at Exhibit B. This does not 23 have your address on it, correct? 24 A. That's correct.</p>

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<p style="text-align: right;">73</p> <p>1 Q. Do you know how this document was 2 produced?</p> <p>3 MS. YU: Object to the form.</p> <p>4 THE WITNESS: No.</p> <p>5 BY MR. SAUDER:</p> <p>6 Q. Well, if you look at the bottom of 7 the document, there is what we call a Bates stamp, 8 which says MWW 00233.</p> <p>9 Do you see that?</p> <p>10 A. Yes.</p> <p>11 Q. And that's an indication that this 12 was produced by Maury Ward, who is one of the 13 Plaintiffs in this case. Okay?</p> <p>14 A. Okay.</p> <p>15 Q. And it's unclear how Mr. Ward 16 received this document. I believe he testified he 17 had some, he got some from other people within the 18 company.</p> <p>19 So, do you have any recollection of 20 having this document in that file or somewhere with 21 the other document, D-5, that was mailed out?</p> <p>22 MS. YU: Objection. Joe, are you 23 asking her about literally this particular copy?</p> <p>24 MR. SAUDER: Yes -- no, no. This</p>	<p style="text-align: right;">75</p> <p>1 Q. You have no firsthand knowledge 2 whether this was sent to Thomas Troop, correct?</p> <p>3 MS. YU: Objection.</p> <p>4 THE WITNESS: Correct.</p> <p>5 BY MR. SAUDER:</p> <p>6 Q. You have no documentation that has a 7 list of people who this document was sent to, 8 correct?</p> <p>9 MS. YU: Objection.</p> <p>10 THE WITNESS: Correct.</p> <p>11 BY MR. SAUDER:</p> <p>12 Q. You have no documentation showing 13 the addresses that this document was sent to, 14 correct?</p> <p>15 MS. YU: Objection.</p> <p>16 THE WITNESS: Correct.</p> <p>17 BY MR. SAUDER:</p> <p>18 Q. Going back to your statement in your 19 affidavit as it relates to Paragraph Number 5, fair 20 to say that that statement is based on your belief, 21 not your firsthand knowledge?</p> <p>22 MS. YU: Objection.</p> <p>23 THE WITNESS: I still have to say, 24 it's stronger than that. It is a past practice and</p>
<p style="text-align: right;">74</p> <p>1 document. Not this particular copy. I'm saying 2 this document.</p> <p>3 BY MR. SAUDER:</p> <p>4 Q. You don't have a copy of this 5 document with a postmark on it that was mailed out, 6 correct?</p> <p>7 A. That's correct.</p> <p>8 Q. So, then, fair to say you have no 9 personal knowledge whether this was sent to a 10 plaintiff in this case, Mike Charles, is that 11 correct?</p> <p>12 MS. YU: Objection.</p> <p>13 THE WITNESS: That's correct.</p> <p>14 BY MR. SAUDER:</p> <p>15 Q. And you have no firsthand knowledge 16 whether this was sent to Maury Ward, correct?</p> <p>17 MS. YU: Objection.</p> <p>18 THE WITNESS: That's correct.</p> <p>19 BY MR. SAUDER:</p> <p>20 Q. And you have no firsthand knowledge 21 whether this was sent to Joseph Fink, correct?</p> <p>22 MS. YU: Objection, form.</p> <p>23 THE WITNESS: Correct.</p> <p>24 BY MR. SAUDER:</p>	<p style="text-align: right;">76</p> <p>1 a current practice, and I can't quote if it's the 2 law, but all open enrollments get mailed to the 3 home.</p> <p>4 BY MR. SAUDER:</p> <p>5 Q. But you have no firsthand knowledge 6 whether, in fact, it was mailed to the individuals 7 I just cited off, correct?</p> <p>8 MS. YU: Objection. The fact that 9 she doesn't know whether or not each of these 10 individuals --</p> <p>11 MR. SAUDER: You can just object.</p> <p>12 We don't need a speaking objection.</p> <p>13 MS. YU: I just want to explain to 14 you --</p> <p>15 MR. SAUDER: I know. We'll note 16 your objection and we don't need a speaking 17 objection.</p> <p>18 MS. YU: I can state my objection 19 and the basis for it on the record.</p> <p>20 MR. SAUDER: If it's the basis and 21 not a speaking objection, I think you can do that, 22 but I don't think we need a full, blown-out 23 statement.</p> <p>24 MS. YU: Your questions have to do</p>

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<p style="text-align: right;">77</p> <p>1 with particular Plaintiffs, individuals, and</p> <p>2 whether or not she has any knowledge about whether</p> <p>3 they were employees at a particular time does not</p> <p>4 mean that she doesn't have knowledge with respect</p> <p>5 to how documents were disseminated for which she</p> <p>6 had responsibility.</p> <p>7 MR. SAUDER: Your objection is</p> <p>8 noted.</p> <p>9 BY MR. SAUDER:</p> <p>10 Q. You have no firsthand knowledge of a</p> <p>11 list of individuals who this was mailed to in 1998,</p> <p>12 correct?</p> <p>13 MS. YU: Objection.</p> <p>14 THE WITNESS: I don't have a list,</p> <p>15 no.</p> <p>16 BY MR. SAUDER:</p> <p>17 Q. So, I could name 200 more people</p> <p>18 individually and you would give me the same answer,</p> <p>19 which is, "I have no firsthand knowledge whether it</p> <p>20 was mailed to those 200 people," correct?</p> <p>21 MS. YU: Objection.</p> <p>22 BY MR. SAUDER:</p> <p>23 Q. You can answer.</p> <p>24 MS. YU: Objection.</p>	<p style="text-align: right;">79</p> <p>1 MS. YU: Objection as to form. In</p> <p>2 addition, she can't testify to what Jim Kremmel has</p> <p>3 or doesn't have.</p> <p>4 BY MR. SAUDER:</p> <p>5 Q. It's stronger than a belief, but</p> <p>6 it's less than firsthand knowledge, is that fair?</p> <p>7 MS. YU: Objection.</p> <p>8 THE WITNESS: It's a practice, yes.</p> <p>9 BY MR. SAUDER:</p> <p>10 Q. Yes, it's less than firsthand</p> <p>11 knowledge?</p> <p>12 MS. YU: Objection.</p> <p>13 THE WITNESS: Yes, it's less than</p> <p>14 firsthand knowledge.</p> <p>15 MR. SAUDER: We'll have this marked</p> <p>16 as Plaintiffs' 53.</p> <p>17 (Exhibit P-53 is marked for</p> <p>18 identification.)</p> <p>19 THE WITNESS: Okay.</p> <p>20 BY MR. SAUDER:</p> <p>21 Q. Show you what's been marked as</p> <p>22 Plaintiffs' 53.</p> <p>23 Have you seen this document before?</p> <p>24 A. No.</p>
<p style="text-align: right;">78</p> <p>1 THE WITNESS: Yes.</p> <p>2 BY MR. SAUDER:</p> <p>3 Q. Fair to say, though, your statement</p> <p>4 in Number 5 is based on your belief and not your</p> <p>5 firsthand knowledge, correct?</p> <p>6 MS. YU: Objection. Asked and</p> <p>7 answered.</p> <p>8 THE WITNESS: It's stronger than a</p> <p>9 belief. It's a practice.</p> <p>10 BY MR. SAUDER:</p> <p>11 Q. It's a practice where there is no</p> <p>12 documentation showing that it was a practice,</p> <p>13 correct?</p> <p>14 MS. YU: Objection.</p> <p>15 THE WITNESS: I don't know that</p> <p>16 there is not any documentation. I don't have the</p> <p>17 documentation.</p> <p>18 BY MR. SAUDER:</p> <p>19 Q. Well, that was -- I requested the</p> <p>20 documentation and you don't have any documentation,</p> <p>21 correct?</p> <p>22 A. That's correct.</p> <p>23 Q. And Jim Kremmel hasn't provided any</p> <p>24 documentation?</p>	<p style="text-align: right;">80</p> <p>1 Q. Flip to Page 4, and it's marked at</p> <p>2 the bottom, Page 4 of 29.</p> <p>3 A. Yes.</p> <p>4 Q. Do you see that?</p> <p>5 A. Yes.</p> <p>6 Q. The first sentence, "This booklet</p> <p>7 briefly describes the Pepco Holding retirement</p> <p>8 plan-PHI sub-plan and defined benefit pension plan</p> <p>9 for management, certain designated subsidiaries and</p> <p>10 Local 1900 employees hired after January 1, 2005 or</p> <p>11 later."</p> <p>12 Is it your understanding that new</p> <p>13 employees to Pepco who would have been in the cash</p> <p>14 balance plan are now put into this Pepco plan?</p> <p>15 MS. YU: Objection.</p> <p>16 THE WITNESS: I have no knowledge of</p> <p>17 that.</p> <p>18 BY MR. SAUDER:</p> <p>19 Q. You played no role in -- obviously</p> <p>20 no role in that decision?</p> <p>21 A. That's correct.</p> <p>22 Q. Had you heard that that was the</p> <p>23 case?</p> <p>24 MS. YU: Objection.</p>

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<p style="text-align: right;">81</p> <p>1 THE WITNESS: I don't recall hearing</p> <p>2 that specific thing, no. I don't know.</p> <p>3 I've been out of benefits for many</p> <p>4 years.</p> <p>5 BY MR. SAUDER:</p> <p>6 Q. Do you know what percentage of the</p> <p>7 workforce was grandfathered?</p> <p>8 MS. YU: Objection.</p> <p>9 THE WITNESS: I have heard as an</p> <p>10 employee; not in a professional capacity, that</p> <p>11 there are about 700 of us who were not</p> <p>12 grandfathered, so I can't apply a percentage to the</p> <p>13 other question that you'd asked.</p> <p>14 BY MR. SAUDER:</p> <p>15 Q. You heard that as an employee</p> <p>16 talking to other employees?</p> <p>17 A. That's correct.</p> <p>18 Q. Other employees that were not</p> <p>19 grandfathered, presumably?</p> <p>20 A. That's correct.</p> <p>21 MR. SAUDER: If we can take ten</p> <p>22 minutes, I'll go through my notes.</p> <p>23 (Recess called at 12:08 p.m.)</p> <p>24 (Resumed at 12:16 p.m.)</p>	<p style="text-align: right;">83</p> <p>1 A. This document is the -- well, we</p> <p>2 call it the decision kit, but in HR we call them</p> <p>3 open enrollment kits. It is used to give enrollees</p> <p>4 in any annual benefit enrollment the opportunity to</p> <p>5 understand the plan changes and also to give them</p> <p>6 the method for enrollment.</p> <p>7 Q. Was there a particular deadline by</p> <p>8 which employees had to enroll with respect to this</p> <p>9 particular open enrollment kit?</p> <p>10 A. Yes. If you look at Page 13 of 71,</p> <p>11 there is always deadlines, and in this case the</p> <p>12 elections are effective July 1 for the year, and</p> <p>13 they had to enroll between May 18th and midnight,</p> <p>14 May 31st, 1999.</p> <p>15 Q. Was it part of your responsibility</p> <p>16 as manager of the service center to ensure that</p> <p>17 this open enrollment kit was sent to all employees</p> <p>18 of Conectiv?</p> <p>19 A. Yes.</p> <p>20 Q. Could you describe the process by</p> <p>21 which you undertook to accomplish that?</p> <p>22 A. Once the package was final, it went</p> <p>23 to our internal repro-graphics or an external</p> <p>24 house, I'm not sure how we actually got it</p>
<p style="text-align: right;">82</p> <p>1 BY MR. SAUDER:</p> <p>2 Q. We had an opportunity to take a</p> <p>3 break.</p> <p>4 Is there anything in your testimony</p> <p>5 that needs to be corrected based on that break?</p> <p>6 A. No.</p> <p>7 Q. You mentioned earlier that there was</p> <p>8 a board minutes -- meeting minutes that you saw</p> <p>9 relating to the quote, unquote, adoption of the</p> <p>10 plan, and is it fair to say you saw that document</p> <p>11 for the first time about a week ago?</p> <p>12 MS. YU: Objection as to form.</p> <p>13 BY MR. SAUDER:</p> <p>14 Q. You can answer.</p> <p>15 A. That is correct.</p> <p>16 MR. SAUDER: I have no further</p> <p>17 questions.</p> <p>18 MS. YU: I have a few questions.</p> <p>19 EXAMINATION</p> <p>20 BY MS. YU:</p> <p>21 Q. If we can go back and take a look at</p> <p>22 Plaintiffs' 52 and Exhibit B.</p> <p>23 A. Page 10 of 71?</p> <p>24 Q. Yes. What is this document?</p>	<p style="text-align: right;">84</p> <p>1 reproduced, and then we set up a process where all</p> <p>2 groups of employees who got whatever pieces of the</p> <p>3 packet, and in this case all management employees</p> <p>4 and union employees would have gotten the same</p> <p>5 packet because the health and welfare plans were</p> <p>6 changing for everyone, so we would take over an</p> <p>7 entire multi-purpose room and set up an assembly</p> <p>8 line process, and we put all the supporting</p> <p>9 documents, including -- that are in this decision</p> <p>10 kit into an envelope, put a label on them, seal</p> <p>11 them, and put them in a Post Office bin, and</p> <p>12 general services would come and take them away.</p> <p>13 Q. So, the employees who went through</p> <p>14 the physical task of stuffing envelopes and putting</p> <p>15 the labels on, were they employees of the service</p> <p>16 center?</p> <p>17 A. Yes, including myself.</p> <p>18 Q. Do you recall being involved in</p> <p>19 stuffing the envelopes personally?</p> <p>20 A. Yes, I do. Many a late night.</p> <p>21 Q. In terms of the timing of the</p> <p>22 mailing, when would this decision kit have been</p> <p>23 sent?</p> <p>24 A. Of course I don't recall the exact</p>

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<p style="text-align: right;">85</p> <p>1 day it was sent, but it's our practice to send them 2 out at least a few days up to a week before the 3 open enrollment starts, so that they have time to 4 look at it and ask any questions, to call the 5 service center for any clarifying questions, so my 6 guess -- and it's totally a guess -- would have 7 been very early in May, 1998, this would have gone 8 out.</p> <p>9 Q. Were all employees of Conectiv sent 10 a decision kit, this particular one that's attached 11 as Exhibit B to your declaration?</p> <p>12 A. To the best of my knowledge.</p> <p>13 Q. Was that your intent in setting up 14 the process, to ensure that each employee of 15 Conectiv received this particular kit?</p> <p>16 A. Yes.</p> <p>17 MS. YU: I have no further 18 questions.</p> <p>19 FURTHER EXAMINATION</p> <p>20 BY MR. SAUDER:</p> <p>21 Q. When you came out, I asked you if 22 you had anything -- based on the break, whether you 23 needed to change anything in your testimony, and 24 you said you didn't. So, just to clarify, you said</p>	<p style="text-align: right;">87</p> <p>1 people -- estimated -- that were not grandfathered, 2 you wouldn't have any firsthand knowledge whether 3 it was mailed out to those 700 people, correct?</p> <p>4 MS. YU: Objection.</p> <p>5 THE WITNESS: That's correct, but I 6 don't know how they would have enrolled in benefits 7 without it.</p> <p>8 BY MR. SAUDER:</p> <p>9 Q. Well, you testified earlier that, if 10 someone didn't have a form, and they needed to 11 enroll, they could simply call up the service 12 center and the service center would get them a 13 form, correct?</p> <p>14 MS. YU: Objection.</p> <p>15 THE WITNESS: No. Your question was 16 very general about forms in general. You were not 17 speaking about this decision kit.</p> <p>18 BY MR. SAUDER:</p> <p>19 Q. Okay.</p> <p>20 Well, if someone said, I don't have 21 it, I lost it, I never got it, I need the 22 enrollment form, I need to fill out my enrollment 23 benefits, can you send me the form, someone on the 24 phone -- that answered the phone would send them</p>
<p style="text-align: right;">86</p> <p>1 the best of your knowledge.</p> <p>2 Again, your answers stand, with 3 regard to when we went back and forth about 4 knowledge, belief, it was something less than 5 firsthand knowledge, correct, with regard to this 6 document, Exhibit B?</p> <p>7 MS. YU: Objection.</p> <p>8 THE WITNESS: No. I have knowledge 9 of actually designing and participating in the 10 process to mail these out.</p> <p>11 BY MR. SAUDER:</p> <p>12 Q. You have firsthand knowledge that it 13 was mailed out to the individuals that I named?</p> <p>14 A. No.</p> <p>15 MS. YU: Objection.</p> <p>16 BY MR. SAUDER:</p> <p>17 Q. And, if I rattled off a bunch of 18 other names, you would have no firsthand knowledge 19 whether it was mailed off to any of those 20 individuals, correct?</p> <p>21 MS. YU: Objection.</p> <p>22 THE WITNESS: That's correct.</p> <p>23 BY MR. SAUDER:</p> <p>24 Q. In fact, if I named the 700</p>	<p style="text-align: right;">88</p> <p>1 the form, correct?</p> <p>2 MS. YU: Objection.</p> <p>3 THE WITNESS: I believe that's 4 correct.</p> <p>5 BY MR. SAUDER:</p> <p>6 Q. So, then, going back, if I rattled 7 off the names of 700 people that were not 8 grandfathered, you would have no firsthand 9 knowledge that those individual 700 people were 10 mailed a copy of this, correct?</p> <p>11 MS. YU: Objection.</p> <p>12 THE WITNESS: Of course. Correct.</p> <p>13 BY MR. SAUDER:</p> <p>14 Q. And you said you participated in the 15 process. At that time you were also implementing 16 the service center and getting that up and running, 17 correct?</p> <p>18 A. (Witness nods.)</p> <p>19 MS. YU: Objection.</p> <p>20 BY MR. SAUDER:</p> <p>21 Q. And there were other people under 22 you who were, on a daily basis, dealing with 23 disseminating documents, correct?</p> <p>24 MS. YU: Objection.</p>

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<p style="text-align: right;">89</p> <p>1 THE WITNESS: Yes.</p> <p>2 BY MR. SAUDER:</p> <p>3 Q. And that was more their</p> <p>4 responsibility firsthand than it was yours,</p> <p>5 correct?</p> <p>6 MS. YU: Objection.</p> <p>7 THE WITNESS: Correct.</p> <p>8 BY MR. SAUDER:</p> <p>9 Q. You said, if need be, you would sit</p> <p>10 and stuff envelopes, correct?</p> <p>11 A. That's correct.</p> <p>12 Q. Do you know what documents you</p> <p>13 were -- where you were stuffing envelopes?</p> <p>14 A. I participated in the fulfillment</p> <p>15 process for the decision kits.</p> <p>16 Q. How about Exhibit A?</p> <p>17 A. I have no recall.</p> <p>18 Q. And when you say -- what did you</p> <p>19 say? You participated in the fulfillment process?</p> <p>20 A. That's correct.</p> <p>21 Q. What does that mean?</p> <p>22 A. Fulfillment is just a term that we</p> <p>23 use to -- whenever you are stuffing or fulfilling,</p> <p>24 the end of the process for it to go out. It's</p>	<p style="text-align: right;">91</p> <p>1 MS. YU: Objection.</p> <p>2 THE WITNESS: No.</p> <p>3 BY MR. SAUDER:</p> <p>4 Q. How many versions of this went out?</p> <p>5 And, when I say "this," I mean Exhibit B to your</p> <p>6 declaration.</p> <p>7 MS. YU: Objection.</p> <p>8 THE WITNESS: How many different</p> <p>9 versions of this went out?</p> <p>10 I believe it was just a single</p> <p>11 version that went to everyone. I don't think there</p> <p>12 were separate versions. If something didn't apply</p> <p>13 to you, you would just ignore it.</p> <p>14 BY MR. SAUDER:</p> <p>15 Q. When you say general services would</p> <p>16 take them away, what's general services?</p> <p>17 A. Those were people who either</p> <p>18 delivered the mail or had a relationship with the</p> <p>19 Post Office and boxed them up and delivered them to</p> <p>20 the Post Office for delivery.</p> <p>21 Q. Fair to say, once it went to general</p> <p>22 services, you don't know what happened, correct?</p> <p>23 MS. YU: Objection.</p> <p>24 THE WITNESS: That's correct.</p>
<p style="text-align: right;">90</p> <p>1 called a fulfillment process.</p> <p>2 Q. But you said it's your best guess</p> <p>3 that it was sometime in May, '98?</p> <p>4 MS. YU: Objection.</p> <p>5 THE WITNESS: Early May of '98.</p> <p>6 BY MR. SAUDER:</p> <p>7 Q. But that's your best guess, correct?</p> <p>8 MS. YU: Objection.</p> <p>9 THE WITNESS: That's correct.</p> <p>10 BY MR. SAUDER:</p> <p>11 Q. And you said the same one would have</p> <p>12 gone out to management and the union?</p> <p>13 A. That's correct.</p> <p>14 Q. The union never got the cash balance</p> <p>15 plan, correct?</p> <p>16 A. This has nothing to do with just the</p> <p>17 cash balance plan. This is enrolling in the new</p> <p>18 health and welfare --</p> <p>19 Q. No, I understand that, but I'm just</p> <p>20 saying, it's your understanding the union never got</p> <p>21 the cash balance plan, correct?</p> <p>22 A. It's my understanding.</p> <p>23 Q. Did they get a different version of</p> <p>24 this?</p>	<p style="text-align: right;">92</p> <p>1 BY MR. SAUDER:</p> <p>2 Q. There was nothing to sign up for</p> <p>3 with regard to the cash balance plan, correct?</p> <p>4 MS. YU: Objection.</p> <p>5 BY MR. SAUDER:</p> <p>6 Q. In other words, you either got it --</p> <p>7 you either were put into it or you weren't,</p> <p>8 correct?</p> <p>9 A. That's correct.</p> <p>10 Wish we had a choice.</p> <p>11 Q. Why do you say that?</p> <p>12 A. I'm not happy being grandfathered.</p> <p>13 Q. Not happy not being grandfathered?</p> <p>14 A. I'm not happy not being</p> <p>15 grandfathered.</p> <p>16 MR. SAUDER: All right. Thank you.</p> <p>17 That's all I have.</p> <p>18 THE WITNESS: You're welcome.</p> <p>19 MS. YU: No questions.</p> <p>20 (Discussion is held off the record.)</p> <p>21 BY MR. SAUDER:</p> <p>22 Q. Just a quick follow up.</p> <p>23 I assume you are saying you are not</p> <p>24 happy you weren't grandfathered because it's your</p>

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